

**CORPORATE GOVERNANCE GUIDELINES
MASCO CORPORATION**

October 20, 2011

1. Director Qualifications

Independence

A majority of the membership of the Board shall qualify under the independence and experience requirements of applicable law and the New York Stock Exchange. The Corporate Governance and Nominating Committee shall evaluate the independence of each director on an annual basis and shall report such evaluation to the Board, and the Board shall make an affirmative determination as to the independence of each director.

Although the Board has determined that term limits for its members are not necessary, the Board shall periodically review the appropriateness of director term limits in connection with its procedures for the selection and nomination of directors to ensure the presence of diverse viewpoints and ideas on the Board.

Retirement Age

Upon reaching the age of 72, a director may not continue to serve on the Board following the date of the next annual stockholders' meeting. The Board shall have the authority to make exceptions to this policy under circumstances to be determined by the Board.

Simultaneous Service on Other Public Company Boards

It is the policy of the Board that every director must notify the Chairman of the Corporate Governance and Nominating Committee before accepting any invitation to serve on the board of any for-profit business entity. The Corporate Governance and Nominating Committee will evaluate and advise the director whether service on such board would interfere with the director's service on the Company's board, impact the director's status as an independent director, or create an actual or apparent conflict of interest for the director.

Changes in Primary Employment

It is the policy of the Board that every director, including the Chief Executive Officer and any inside directors, must notify the Board of his or her retirement, any change in employer and any other significant change in professional roles and responsibilities, and offer to resign his or her Board membership. The Corporate Governance and Nominating Committee shall evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect to continued Board membership.

Attributes and Experience

Directors will have such attributes, qualifications and experience as the Corporate Governance and Nominating Committee recommends and the Board has approved as appropriate to enhance the Board's effectiveness.

2. Director Responsibilities

Directors should exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company in a manner consistent with their fiduciary duties. Directors should regularly attend meetings of the Board of Directors and of all Board committees upon which they serve. To prepare for meetings, directors should review the appropriate materials that are sent to directors in advance of those meetings.

The Board of Directors of the Company will schedule regular executive sessions where non-management directors (directors who are not company officers but who do not otherwise qualify as "independent" directors) meet without management participation. If this group includes directors who do not meet the independence standards of the New York Stock Exchange, the directors who are so independent shall also meet in executive session at least once a year. The non-management directors shall either select a non-management director to preside at each executive session or shall establish a procedure by which the presiding director for each executive session shall be selected. The Board of Directors or the Company will establish methods by which interested parties may communicate directly with the presiding director or with the non-management directors of the Board of Directors as a group and cause such methods to be disclosed.

3. Board Committees

The Board shall have at all times an Audit Committee, an Organization and Compensation Committee and a Corporate Governance and Nominating Committee. The membership of these three committees shall qualify under the independence and experience requirements of applicable law and the New York Stock Exchange. Committee members shall be appointed by the Board based upon the recommendation of the Corporate Governance and Nominating Committee, except for the Corporate Governance and Nominating Committee, which is directly appointed by the Board. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company.

Subject to any changes that the Board may make from time to time:

- The Audit Committee shall generally be responsible for overseeing the integrity of the Company's financial statements, its independent auditor, its internal audit function and compliance by the Company with legal and regulatory requirements;
- The Organization and Compensation Committee shall generally be responsible for overseeing the Company's compensation and benefits policies, evaluating senior executive performance and compensation and reviewing the Company's management succession plan;

- The Corporate Governance and Nominating Committee shall generally be responsible for identifying qualified Board candidates, recommending director nominees and appointments to Board committees, and overseeing the evaluation of the Board's performance, director compensation and the Corporate Governance Guidelines.

Each of the Audit Committee, the Organization and Compensation Committee and the Corporate Governance and Nominating Committee shall operate pursuant to its own written charter, which each committee shall develop and recommend to the Board for approval.

The charters shall, among other things, set forth the purpose, goals and responsibilities of the particular committee, the procedures for committee member appointment and removal and committee structure and operations, as well as reporting to the Board. The charters shall also provide for an annual evaluation of each committee's performance.

4. Board Member Access to Management and Independent Advisors

Board members shall have access to the management and employees of the Company and to its outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director in appropriate circumstances.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed.

The Board and each of its committees is authorized to hire independent legal, financial or other advisors as they may consider necessary, without conferring with or obtaining the approval of management or, in the case of committees, the full Board.

5. Director Compensation

The Corporate Governance and Nominating Committee shall review and recommend to the Board compensation (including stock option grants and other equity-based compensation), and perquisites, if any, for the Company's directors.

Charitable Contributions

The Chair, or if not available another member of the Corporate Governance and Nominating Committee shall be notified in advance of any charitable payments or commitment for any such payments by the Company within any given fiscal year in an aggregate amount of \$100,000 or more, or any charitable multi-year pledge of \$300,000 or more, to an entity for which a director or a member of his or her immediate family serves as a director, trustee, officer, employee or member of such entity's fund-raising organization or committee.

6. Director Orientation and Continuing Education

All new members of the Board are required to participate in the Company's orientation program for directors. Other directors may also attend the orientation program.

All directors are encouraged to participate in continuing education programs in order to stay current and knowledgeable about the business of the Company.

Such orientation and continuing education programs shall be developed and overseen by the Corporate Governance and Nominating Committee of the Board.

7. Management Evaluation and Management Succession

The Organization and Compensation Committee shall annually evaluate the performance of the senior corporate executives of the Company and shall present its findings to the full Board. The Board shall review the Organization and Compensation Committee's report in order to ensure that management's performance is satisfactory and that management is providing the best leadership for the Company in the long and short-term.

The Organization and Compensation Committee shall review and periodically report to the Board on the Company's succession planning, including succession planning in the case of the incapacitation, retirement or removal of the Chief Executive Officer and President. The Chief Executive Officer and President shall provide a report to the Organization and Compensation Committee recommending and evaluating potential successors, along with a review of any development plans recommended for such individuals. The Chief Executive Officer shall also provide to the Board, on an ongoing basis, his or her recommendation as to a successor in the event of an unexpected emergency.

8. Annual Performance Evaluation

The Board, led by the Corporate Governance and Nominating Committee, shall establish and conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Corporate Governance and Nominating Committee shall oversee the evaluation with each director completing a questionnaire developed by the Corporate Governance and Nominating Committee with respect to various criteria. The collective evaluations shall be compiled in advance of the review session and shall be presented by the Chairperson of the Corporate Governance and Nominating Committee to the full Board for discussion. This process shall also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board, with performance criteria for each committee established on the basis of its charter. The Board of Directors, with the assistance of the Corporate Governance and Nominating Committee, as appropriate, shall review these Corporate Governance Guidelines periodically to determine whether any changes are appropriate.

9. Amendment and Modification

These Corporate Governance Guidelines may be amended or modified by the Board of Directors, subject to the disclosure and other provisions of the Securities and Exchange Act of 1934, the rules promulgated thereunder and the applicable rules of the New York Stock Exchange.