

**CORPORATE GOVERNANCE GUIDELINES
OF THE BOARD OF DIRECTORS
OF
MASCO CORPORATION**

May 10, 2019

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Masco Corporation (the “Company”) to assist the Board in the exercise of its responsibilities.

1. Director Qualifications

Independence

A majority of the membership of the Board shall qualify under the independence and experience requirements of the New York Stock Exchange listing standards, as they may be amended from time to time (the “NYSE Listing Standards”). The Board has established the independence standards set forth in Exhibit A to assist it in determining director independence in conformity with NYSE Listing Standards. The Corporate Governance and Nominating Committee (the “Governance 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.

Term Limits

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.

Retirement Age

Upon reaching the age of 75, a director may not continue to serve on the Board following the date of the next annual stockholders’ meeting. The Governance Committee may recommend exceptions to this policy to the Board under circumstances to be determined by the Committee. Any waivers must be approved by the Board.

Simultaneous Service on Other Public Company Boards

Each director must promptly notify the Chair of the Governance Committee before accepting any invitation to serve on the board of any for-profit business entity. The Governance 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

Each director must promptly notify the Chair of the Governance Committee 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 Governance Committee shall evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to whether or not to accept the resignation, or any other action to be taken, with respect to continued Board membership.

Attributes, Qualifications and Experience

Directors will have such attributes, qualifications and experience as the Governance Committee recommends and the Board has approved as appropriate to enhance the Board's effectiveness. The Governance Committee believes that the Company's Board members should possess diverse characteristics of gender, race, national origin, ethnicity and age, among others, and shall consider such factors in its evaluation of candidates for the Board.

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 and of all Board committees upon which they serve. To prepare for meetings, directors should review the materials that are provided to directors in advance of those meetings.

Board Leadership

The Board has no policy with respect to the separation of the roles of Chief Executive Officer (the "CEO") and Chair of the Board and believes that this matter should be discussed and determined by the Board from time to time, based on all of the then-current facts and circumstances. In the event that the offices of Chair of the Board and CEO are combined, then a majority of the independent board members shall elect a Lead Director, who shall be an independent director, for a renewable one-year term.

If a Lead Director has been elected, he or she will:

- a) preside at all meetings of the Board at which the Chair of the Board is not present, including executive sessions of the independent directors;
- b) serve as liaison between the Chair of the Board and the independent directors;
- c) make himself or herself available to significant shareholders on matters of broad corporate policy;
- d) consult with regard to information sent to the Board;
- e) approve meeting agendas for the Board;
- f) approve meeting schedules for the Board to assure that there is sufficient time for discussion of all agenda items; and
- g) have the authority to call meetings of the independent directors.

Executive Sessions

The Board will schedule executive sessions where non-employee directors meet without management participation. The directors who are independent shall also meet in executive session at least once a year. The Chair of the Board or the Lead Director if the Chair is not independent, will preside at each executive session.

Communications with the Board of Directors

The Board will establish methods by which interested parties may communicate directly with the Chair of the Board or Lead Director or with the non-employee 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 Governance Committee. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company. Committee members shall qualify under the independence and experience requirements of applicable law and the NYSE Listing Standards. Committee members shall be appointed by the Board based upon the recommendation of the Governance Committee.

Each of the Audit Committee, the Organization and Compensation Committee and the Governance 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 CEO 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 and Stock Ownership Guidelines

The Governance Committee shall review and recommend to the Board compensation (including equity-based compensation) to be paid to the Company's directors.

The Board believes that it is important to align the interests of the Board with the interests of the stockholders and, therefore, each non-employee director shall be required to retain at least 50% of the shares of restricted Company common stock he or she receives as compensation from the Company until after the date of his or her termination or retirement from service as a director of the Company.

6. Charitable Contributions

The Chair of the Governance 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 (as defined in Exhibit A hereto) serves as a director, trustee, officer, employee or member of such entity's fundraising organization or committee.

7. 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 Governance Committee.

8. CEO Succession

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 CEO. The CEO 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 CEO shall also provide to the Organization and Compensation Committee his or her recommendation as to a successor in the event of an emergency.

9. Annual Self-Evaluation of the Board

The Board, led by the Governance Committee, shall establish and conduct an annual self-evaluation to determine whether it is functioning effectively. The Governance Committee shall be responsible for establishing the evaluation criteria and implementing the process for such evaluation in accordance with its charter.

10. Amendment and Modification

The Governance Committee shall periodically review and assess the adequacy of these Corporate Governance Guidelines and recommend any proposed changes to the Board for the Board's review and approval.

EXHIBIT A

MASCO CORPORATION DIRECTOR INDEPENDENCE STANDARDS

As specified in Masco's Corporate Governance Guidelines (to which this is an exhibit), a majority of the Board shall qualify under the independence and experience requirements of applicable law and the New York Stock Exchange (NYSE). The Board will make a determination regarding the independence of each director annually based on all relevant facts and circumstances at the time the determination is made. The Board, pursuant to the recommendation of the Governance Committee, has also adopted the following categorical standards to assist it in making a determination of independence.

1) A director who is an employee, or whose immediate family member is an executive officer, of the Company is not independent until three years after the end of such employment relationship.

2) A director who received, or whose immediate family member received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) is not independent.

3) (i) A director who is a current partner or employee of a firm that is the Company's internal or external auditor; (ii) a director who has an immediate family member who is a current partner of such a firm; (iii) a director who has an immediate family member who is a current employee of such a firm and who personally works on the Company's audit; or (iv) a director who was or whose immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time, is not independent.

4) A director who is, or whose immediate family member is, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on the other company's compensation committee (or equivalent), is not independent until three years after the end of the employment relationship.

5) A director who is a current employee, or who beneficially owns more than a 10% equity interest in, or whose immediate family member is a current executive officer, of a corporation, partnership or other business entity, that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of the other company's consolidated gross revenues, is not independent.

6) A director who is, or whose immediate family member is, an executive officer of and is active in the day to day operations of a non-profit organization that has received contributions from the Company (cash, in-kind or in the form of product discounts), that exceed the greater of \$1 million or 2% of the organization's consolidated gross revenues in any of the last three fiscal years, is not independent.

"Immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.