

**CHARTER OF THE  
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
MASCO CORPORATION**

**May 7, 2013**

**I. AUTHORITY**

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 stockholders 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. The Committee shall also recommend to the Board individuals for election as officers of the Company.

**II. MEMBERSHIP**

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

The Committee shall meet as often as is required to discharge 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.

**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 make recommendations as to its independence determinations to the Board.

**Director Compensation.** The Committee shall periodically review current director compensation and recommend to the Board the amount and form of 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 periodically 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 Company's Bylaws and Certificate of Incorporation and recommend to the Board, as it deems appropriate, amendments to the Bylaws for adoption by the Board or amendments to the Certificate of Incorporation for consideration by the stockholders.

**Director Orientation and Continuing Education.** The Committee shall oversee an orientation and continuing education program for directors.

**Recommendation of Officers.** The Committee shall annually recommend to the Board those persons to be elected as officers of the Company.

**Committee Advisers.** 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.

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

#### **IV. DELEGATION**

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.

#### **V. BOARD 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 which are 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.