



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

May 12, 2022

1. Purpose and Authority

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors of Masco Corporation shall assist the Board in fulfilling its oversight responsibilities with respect to the governance, composition, and conduct of the Board. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines of the Company (the “Governance Guidelines”). The Committee shall also oversee the evaluation of the Board’s performance and director compensation.

2. Membership and Structure

Independence

The Committee shall consist of at least three members. The members of the Committee shall qualify under the independence requirements of applicable law and the New York Stock Exchange listing standards, as they may be amended from time to time and in accordance with the Company’s independence standards as set forth in the Governance Guidelines.

Appointments

The Committee shall recommend to the Board 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 Chair.

Meetings

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.

3. 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.
- Oversee searches for, and identify and recommend individuals for membership on, the Company's Board of Directors.
- Consider director nominees proposed or recommended by stockholders in accordance with the Company's Bylaws.
- 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 Governance Guidelines or are deemed appropriate by the Committee.
- 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.
- Evaluate current directors for re-nomination to the Board or re-appointment to any Board committee.
- Evaluate the independence of each director on an annual basis, and make recommendations as to its independence determinations to the Board.
- Recommend directors for appointment to the committees of the Board.

Board Evaluation

The Committee shall:

- Establish evaluation criteria and oversee the Board's annual self-evaluation and report on the process and results of the evaluations, including any recommendations for proposed changes, to the Board.
- Periodically review the size and responsibilities of the Board and its Committees and recommend any proposed changes 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.
- Annually review directors' compliance with the company's Stock Ownership requirements as set forth in the Governance Guidelines.

Corporate Governance Matters

The Committee shall:

- Develop and recommend to the Board the Governance Guidelines for the Company.
- Periodically review and reassess the adequacy of the Governance Guidelines and recommend any proposed changes to the Board.
- Oversee developments with regard to corporate governance and generally advise the Board on corporate governance and leadership structures and on the conduct of the Board.
- Periodically review and discuss with management significant risks related to corporate governance.
- 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.
- Periodically review and reassess the adequacy of the Company's Political Contributions Policy and recommend any proposed changes to the Board, and annually review the Company's political contributions and contributions made by the Company's sponsored political actions committees.
- Carry out any other responsibilities and duties assigned to it in the Governance Guidelines or otherwise by the Board.

Stockholder Engagement

The Committee shall review and provide guidance to management and the Board on the framework for the Board's oversight of and involvement in stockholder engagement with respect to corporate governance matters.

Director Orientation and Continuing Education

The Committee shall develop and 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.

4. Delegation

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

5. 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.

6. Committee Evaluation

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