



CHARTER OF THE COMPENSATION AND TALENT COMMITTEE OF THE BOARD OF DIRECTORS OF MASCO CORPORATION

May 12, 2022

1. Purpose and Authority

The Compensation and Talent Committee (the “Committee”) of the Board of Directors of Masco Corporation shall assist the Board in fulfilling its oversight responsibilities with respect to the Company’s executive compensation programs and succession planning. The Committee will oversee the Company’s executive compensation programs to ensure the attraction, retention and appropriate compensation of the Chief Executive Officer (the “CEO”) and all other executive officers, to motivate their performance in the achievement of the Company’s business objectives, and to align their interests with the long-term interests of the Company’s shareholders. The Committee will periodically review the Company’s talent management and leadership strategies. The Committee will also review the Company’s succession plan for the CEO and executive officers and perform such other functions as set forth in this charter.

2. Membership

Independence

The Committee shall consist of at least three members. Each member of the Committee shall be determined by the Board to qualify as an independent director under applicable law and the New York Stock Exchange listing standards, as they may be amended from time to time (“NYSE Listing Standards”) and in accordance with the Company’s independence standards as set forth in the Corporate Governance Guidelines. Additionally, all Committee members will be determined by the Board to meet the definitions of (i) a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (ii) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Corporate Governance and Nominating Committee 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 will appoint a 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:

Executive Compensation

- **Executive Compensation Structure.** The Committee shall be responsible for reviewing and approving the Company's compensation structure for the CEO and other executive officers including base salaries, annual and long-term incentive programs, perquisites and compensatory contracts, if any.
- **CEO Compensation.** The Committee shall review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation based on this evaluation. and such other factors as the Committee deems appropriate and in the best interests of the Company.
- **Other Executive Officers.** For all of the Company's executive officers other than the CEO, the Committee shall review and approve annually the compensation paid to each such executive based on recommendations of the CEO and such other factors as the Committee deems appropriate and in the best interests of the Company.

Company Compensation Plans

The Committee shall approve and oversee the Company's incentive compensation plans and equity-based plans (subject, if applicable, to shareholder ratification), including:

- Establishing performance metrics and goals for the Company's incentive compensation plans applicable to Company executive officers and certifying achievement relative to such goals;
- Approving or ratifying the grant of equity awards under the Company's equity-based plans, including amendments to the awards made under any such plans;

- Making recommendations to the Board with respect to such incentive compensation plans and equity-based plan; and
- Approving profit sharing contributions to be paid by the Company.

Risk Oversight

The Committee shall make an annual determination whether the Company's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

Human Resources and Talent Review

The Committee shall periodically review the Company's talent management strategies for the attraction, development and retention of personnel, including the Company's diversity, equity and inclusion strategies and leadership development strategies.

Succession Planning

- CEO Succession. The Committee shall address CEO succession planning as set forth in the Company's Corporate Governance Guidelines.
- Management Succession. The Committee shall, in consultation with the Company's CEO, periodically review the Company's management succession planning, including, as appropriate, policies for the selection and succession of executive officers in the event of their incapacitation, retirement or removal, and evaluations of, and development plans for, any potential successors to such executives.

Annual Disclosures

The Committee shall:

- Annually review and discuss with management the Compensation Discussion and Analysis ("CD&A") and determine whether to recommend to the Board the inclusion of the CD&A in the Company's annual proxy statement and Annual Report on Form 10-K (generally through incorporation by reference to the proxy statement).
- Annually review and discuss with management the human capital management disclosure to be included in the Company's Annual Report on Form 10-K.
- Annually prepare a Committee report regarding the review and discussion of the CD&A to be included in the Company's annual proxy statement, in accordance with applicable rules and regulations.

- Oversee the Company’s compliance with SEC rules and regulations regarding stockholder advisory votes on executive compensation, and the frequency of such votes.

Company Peer Group

The Committee shall annually, review and approve or ratify, as appropriate, the selection of the Company’s peer group.

Committee Advisers

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (collectively, the “advisers”) and shall be directly responsible for the appointment, compensation and oversight of the work of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to advisers retained by the Committee. The Committee may select an adviser only after considering all factors relevant to such adviser’s independence from management, including the factors set forth in the NYSE Listing Standards.

Committee Charter

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

The Committee may delegate certain of its authority relative to grants of equity awards and modification of such awards under the Company’s equity-based plans, in accordance with the terms of such plans.

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 Company compensation plans, executive compensation, management succession planning 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 regarding such evaluation.