

MASONITE INTERNATIONAL CORPORATION
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER
(Amended February 26, 2013)

1. PURPOSE

The Corporate Governance and Nominating Committee is responsible for assisting the Board in fulfilling its oversight responsibilities in relation to:

- Identifying individuals qualified to become directors, consistent with criteria approved by the Board, and recommending to the Board for selection the candidates for all directorships (and Board committee memberships) to be filled by the Board or by the shareholders;
- Developing the Company's approach to governance, including the development of a set of corporate governance principles applicable to the Company;
- Evaluating, monitoring and making recommendations to the Board with respect to the corporate governance policies and procedures of the Company;
- Assisting the Board in fulfilling its oversight responsibility with respect to the implementation and effectiveness of the Company's ethics training and compliance program;
- Reviewing policies with respect to risk assessment and risk management and providing oversight for the Company's enterprise risk management process;
- Establishing and administering an annual assessment process relating to the performance of the Board as a whole, the committees of the Board and individual directors; and
- Any additional matters delegated to the Corporate Governance and Nominating Committee by the Board.

2. COMPOSITION AND QUALIFICATIONS

(a) Members

To the extent required by applicable law, regulation, rule or stock exchange requirements, the Corporate Governance and Nominating Committee shall consist of at least three members of the Board, as the Board shall determine from time to time. Members of the Corporate Governance and Nominating Committee will be appointed by the Board, taking into account any recommendation that may be made by the Corporate Governance and Nominating Committee.

(b) Qualifications

All of the members of the Corporate Governance and Nominating Committee will meet the criteria for independence contained in applicable laws, regulations, rules and stock exchange requirements.

3. DUTIES AND RESPONSIBILITIES

The Corporate Governance and Nominating Committee is responsible for performing the duties set out below as well as any other duties that are delegated to the Corporate Governance and Nominating Committee by the Board and performing any other functions that may be necessary or appropriate for the performance of its duties.

(a) Board and Committee Composition

The Corporate Governance and Nominating Committee will:

- Identify individuals believed to be qualified as candidates to serve on the Board, consistent with criteria approved by the Board, and recommend that the Board select the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board, the Corporate Governance and Nominating Committee shall take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board. In addition, the Corporate Governance and Nominating Committee shall review and make recommendations to the Board whether members of the Board should stand for re-election. It shall also consider matters relating to the retirement of Board members.
- Evaluate candidates for nomination to the Board of Directors, including those recommended by shareholders on a substantially similar basis as it considers other nominees.
- Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
- Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidate as directors. The Corporate Governance and Nominating Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.
- Recommend an orientation program for new members to the Board to familiarize themselves with the Company.
- Recommend and confirm procedures are in place and appropriate resources are made available to provide directors with appropriate continuing education opportunities.
- Review and make recommendations, as the Corporate Governance and Nominating Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise.
- Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any factors the Corporate Governance and Nominating Committee deems relevant.

(b) **Corporate Governance**

The Corporate Governance and Nominating Committee will:

- Periodically review the composition of each committee of the Board and make recommendations to the Board for any changes to such composition, the creation of additional committees or the elimination of Board committees.
- Develop and recommend to the Board a set of corporate governance principles and guidelines and keep abreast of developments with regard to corporate governance to enable the Corporate Governance and Nominating Committee to make recommendations to the Board in light of such developments as may be appropriate. The Corporate Governance and Nominating Committee will periodically review the corporate governance principles and guidelines and recommend to the Board any changes it deems necessary.

(c) **Compliance and Risk Management**

The Corporate Governance and Nominating Committee will:

- Review management's monitoring of compliance with the Company's code of ethics, consider any request for waivers of the code of ethics by directors or executive officers and review any proposed transactions in which the Company and any of its directors or executive officers is a participant.
- Review the risk management framework and methods for identifying and managing risk and management's adherence to the framework, including periodic review of the organizational structure, membership and effectiveness of the Company's risk management committee.

(d) **Evaluations**

The Corporate Governance and Nominating Committee will at least annually, and as circumstances may otherwise dictate, oversee an evaluation of the Board, the committees of the Board and individual directors.

4. REPORTING

The Corporate Governance and Nominating Committee will regularly report to the Board following all meetings of the Corporate Governance and Nominating Committee and with respect to all significant matters it has addressed and such other matters as are within its responsibilities.

5. CHAIRMAN

Each year, the Board will appoint one member to be Chairman of the Corporate Governance and Nominating Committee. If, in any year, the Board does not appoint a Chairman, the incumbent Chairman will continue in office until a successor is appointed. In the Chairman's absence, the Corporate Governance and Nominating Committee may select another member as Chairman by majority vote.

6. DELEGATION TO SUBCOMMITTEES

The Corporate Governance and Nominating Committee may form subcommittees composed of one or more of its members for any purpose that the Corporate Governance and Nominating Committee deems appropriate and may delegate to such subcommittees such power and authority as the Corporate Governance and Nominating Committee deems appropriate.

7. MEETINGS

The Corporate Governance and Nominating Committee will determine the date, time and place of its meetings, but will meet at least twice annually. The Corporate Governance and Nominating Committee may meet on not less than 48 hours written or verbal notice from the Chairman to all members (or without notice if all persons entitled to notice have waived or are deemed to have waived such notice). If the Chairman is absent or if the position is vacant, any member may call a meeting. The Corporate Governance and Nominating Committee may establish those procedures it deems appropriate, such procedures to be in keeping with those adopted by the Board. The Corporate Governance and Nominating Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Corporate Governance and Nominating Committee may act by unanimous written consent of all members. All meetings of the Corporate Governance and Nominating Committee may be held telephonically.

8. QUORUM

A majority of members of the Corporate Governance and Nominating Committee will constitute a quorum for the transaction of business decisions.

9. SECRETARY AND MINUTES

The Secretary of the Company, or such other person as may be appointed by the Chairman of the Corporate Governance and Nominating Committee, will act as the secretary of the Corporate Governance and Nominating Committee. The minutes of the Corporate Governance and Nominating Committee will be in writing and duly entered in the books of the Company. The minutes of the Committee will be available to all other members of the Board

10. APPOINTMENT AND REMOVAL

The members of the Corporate Governance and Nominating Committee shall be appointed by the Board at its first meeting following the annual meeting of shareholders and shall serve until their successors are elected or until their earlier deaths, resignation or removal, with or without cause in the discretion of the Board.

Any member may be removed and replaced at any time without cause by the Board. The Board will fill vacancies on the Corporate Governance and Nominating Committee by appointment from among qualified and independent members of the Board for the remainder of the unexpired term. If a vacancy exists on the Corporate Governance and Nominating Committee, the remaining members may exercise all of its powers so long as a quorum remains in office.

11. ACCESS TO OUTSIDE ADVISORS

In carrying out its duties, the Corporate Governance and Nominating Committee may retain any outside advisor without Board approval at the expense of the Company at any time and has the authority to determine any such advisor's fees and other retention terms.

12. ANNUAL EVALUATION

At least annually, the Corporate Governance and Nominating Committee shall, in a manner it determines to be appropriate, perform a review and evaluation of the performance of the Corporate Governance and Nominating Committee and its members, and will periodically review and assess the adequacy of this Charter, and will recommend to the Board of Directors any improvements that the Corporate Governance and Nominating Committee believes to be appropriate.