

DIRECTOR INDEPENDENCE GUIDELINES

(as Amended February 4, 2014)

Determination of Independence – A director is “independent” if the Board affirmatively determines that the director (including nominees for director) has no material relationship with 3M (including its consolidated subsidiaries) directly or as a partner, shareholder, or officer of an organization that has a relationship with 3M. The Board has established the following guidelines to assist it in determining director independence (including nominees for director) that conform to or are more exacting than the independence requirements in the New York Stock Exchange listing standards (NYSE Rules). In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making an independence determination not only from the standpoint of the director (including nominees for director), but also from that of persons or organizations with which the director has an affiliation.

1. In no event will a director be considered independent if:
 - a. *Employment Relationship* – A director is, or has been within the last three years, an employee of 3M, or whose immediate family member¹, is or has been within the last three years, an executive officer of 3M;
 - b. *Payments >\$120,000* – A director who received, or whose immediate family member received, more than \$120,000 per year in direct compensation from 3M (other than director fees) within the last three years;
 - c. *Auditor Relationships* – (i) A director, or whose immediate family member, is a current partner of 3M’s internal or external auditor; (ii) a director is a current employee of such a firm; (iii) a director has an immediate family member who is a current employee of such a firm and personally works on 3M’s audit; or (iv) a director, or whose immediate family member, was within the last three years (but is no longer) a partner or employee of such a firm who personally worked on 3M’s audit within that time;
 - d. *Compensation Committee Interlock* -- A 3M executive officer is on the compensation committee of the board of directors of a company which employs the 3M director or an immediate family member as an executive officer;
 - e. *Commercial Relationships* -- A director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, 3M for property or services in an amount which, in each of the last three years, exceeds the greater of \$1 million, or two percent of the director’s company’s consolidated gross revenues.
2. Audit Committee members may not accept any consulting, advisory, or other compensatory fee from 3M, other than directors’ fees.
3. In assessing the independence of Compensation Committee members under the NYSE Listing Standards applicable to compensation committee members, the Board considers all factors specifically relevant for assessing independence in connection with the duties of a compensation committee member, including the source of compensation paid to the compensation committee members, and whether a compensation committee member is affiliated with the company.

¹ New York Stock Exchange Rule 303A(2)(b) defines “immediate family” to include 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 employees) who share such person’s home.

4. The following commercial relationships will not be considered to be material relationships that would impair a director's independence:
 - a. If a 3M director is an executive officer or employee, or if an immediate family member is an executive officer, of another company that does business with 3M and the sales by that company to 3M or purchases by that company from 3M, in any single year within the last three years, are less than or equal to one percent of the annual consolidated gross revenues of that company; or
 - b. If a 3M director is an executive officer or employee, or if an immediate family member is an executive officer, of another company which is indebted to 3M, or to which 3M is indebted, and the total amount of either company's indebtedness to the other, in any single year within the last three years, is less than or equal to one percent of the other company's total consolidated assets.
5. Charitable relationships will not be considered to be material relationships that would impair a director's independence if a 3M director or immediate family member serves as an officer, director, or trustee of a charitable organization, and 3M's discretionary charitable contributions to the organization are less than or equal to one percent of that organization's consolidated annual gross revenues.
6. The Board will annually make and publicly disclose its independence determination for each director. The Board may determine that a director who has a relationship that exceeds the limits described in paragraphs 4 (provided that such a relationship would not constitute a bar to independence under the NYSE Rules) or 5 is nonetheless independent. The Company will explain in the next proxy statement the basis for any Board determination that a relationship is immaterial despite the fact that it does not meet the categorical independence guidelines. For example, if a director is the CEO of a company that purchases products and services from 3M that are more than one percent of that company's annual revenues, the independent directors could determine, after considering all of the relevant circumstances, that such a relationship was immaterial, and that the director would be considered independent under the NYSE Rules.
7. The Company will not make any personal loans or extensions of credit to directors.
8. All directors are required to deal at arm's length with 3M and its subsidiaries and to disclose circumstances material to the director that might be perceived as a conflict of interest.