

HONEYWELL AEROSPACE INC.

Nominating and Governance Committee Charter

The Nominating & Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Honeywell Aerospace Inc. (the “Company”) to: (1) assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareowners and the individuals to fill vacancies occurring between annual meetings of shareowners; (2) develop and recommend to the Board matters of corporate governance, including the Corporate Governance Guidelines applicable to the Company; (3) lead the Board in its annual review of the Board and management’s performance; (4) recommend to the Board director nominees for each Board committee; (5) oversee the Company's overall environmental, social and governance (ESG) performance and associated risks and opportunities; and (6) review the Company's policies and programs relating to compliance with its Code of Business Conduct, health, safety and environmental matters, government relations, public policy engagement and participation in political processes, and such other matters as may be brought to the attention of the Committee regarding the Company's role as a responsible corporate citizen. The Committee shall review this Charter on an annual basis and recommend any proposed changes to the Board for approval.

I. Composition

The Committee shall be composed of three or more members of the Board who meet the independence requirements under applicable law and listing standards. The size of the Committee shall be determined by the Board in its sole discretion.

The members of the Committee shall be appointed and replaced by the Board. Committee members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board. The Board shall appoint one member of the Committee as its Chair.

II. Meetings

The Committee shall meet as often as necessary to carry out its responsibilities, but not less than three times each fiscal year. The Committee Chair shall preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

III. Responsibilities

The Committee shall:

1. Review policies and make recommendations to the Board, as appropriate, concerning:

(a) The size and composition of the Board;

- (b) The qualifications and criteria for election to the Board, and procedures for shareowner suggestion or nomination of candidates for the Board;
- (c) Retirement from the Board;
- (d) The compensation and benefits of non-employee Directors;
- (e) The conduct of business or other transactions between the Company and any person or entity affiliated with a Director;
- (f) The structure and composition of, and membership on, Board committees;
and
- (g) The allocation of risk oversight responsibilities among Board committees.

2. Actively seek individuals qualified to become Directors, evaluate the qualifications of individuals suggested or nominated by third parties, and recommend to the Board the nominees to be proposed by the Company for election to the Board and actions with respect to individuals nominated by third parties.

3. Have the authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

4. Receive comments from all directors, and report annually to the Board with an assessment of the performance of the Board and its committees and recommendations for improvements, which review shall be discussed with the full Board.

5. Review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

6. Review the Company's overall ESG performance, strategies, goals and objectives, monitor evolving ESG risks and opportunities, and oversee the Company's ESG disclosure.

7. Review and report to the Board on the Company's policies and programs relating to health, safety and environmental matters, participation in political processes, government relations strategy and public policy engagement, including interactions with federal, state, local and non-U.S. governmental authorities, and such other matters, including the Company's Code of Business Conduct, as may be brought to the attention of the Committee regarding the Company's role as a responsible corporate citizen.

8. Monitor and provide risk oversight with respect to focus areas as may be assigned to the Committee from time to time by the Board, including government relations and public policy matters, political contributions and lobbying, regulatory compliance matters such as data privacy, responsible AI governance, integrity and ethics, geopolitical risk, environmental justice, and health, safety, environmental, product stewardship and sustainability.

9. Review and make recommendations to the Board, as appropriate, concerning perspectives communicated to the Company by its shareowners, including with respect to proposals submitted by shareowners for inclusion in the Company's proxy statement and feedback from shareowner engagement activities.

10. Review and oversee related party transactions for potential conflict of interest situations on an ongoing basis, as appropriate.

11. Report regularly to the Board and perform such other functions as may be assigned to it from time to time by the Board or its Chairman.

12. Form and delegate authority to subcommittees where appropriate.

13. Undertake an annual performance evaluation of the activities of the Committee, including the Committee's responsibilities as set forth above.