

HONEYWELL INTERNATIONAL INC.

2025 Annual Shareowners Meeting – Additional Q&A

Honeywell International Inc. (“Honeywell”) held our 2025 Annual Shareowners Meeting on May 20, 2025. During the meeting, our Chairman and Chief Executive Officer, Vimal Kapur, responded to questions submitted in writing by shareowners through the virtual meeting portal. Questions of general concern to all shareowners that were not answered during the allotted time, along with Honeywell’s responses, are set forth below.

Q: *What level of share ownership is required to submit a proposal for inclusion in the proxy statement under Securities and Exchange Commission (“SEC”) rules?*

A: Pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended, in order for a shareowner to be eligible to submit a proposal for inclusion in a company’s proxy statement, the shareowner must own:

- At least USD\$2,000 of the company’s stock for at least three years;
- At least USD\$15,000 of the company’s stock for at least two years; or
- At least USD\$25,000 of the company’s stock for at least one year.

Q: *Has Honeywell appointed CEOs for the three companies that will exist following completion of the spin-off of Solstice Advanced Materials and separation of Automation and Aerospace Technologies?*

A: Vimal Kapur will remain Chairman and CEO of Honeywell. David Sewell has joined Solstice Advanced Materials as President and CEO. The CEO for Honeywell Aerospace will be announced at a later date.

Q: *What has Honeywell’s historic dividend performance been?*

A: Honeywell has historically had strong dividend growth and has consistently deployed more than 100% of its cash flow over the past few years to fund capital deployment, including dividends and share buybacks. Honeywell increased the quarterly dividend rate by 5% to \$1.13 per share effective with the fourth quarter of 2024 dividend, which was the 15th increase in Honeywell’s dividend during the past 14 years.

Q: *Honeywell has in place a director resignation bylaw that provides the Board post-election discretion to determine whether to accept or reject the resignation of an incumbent director who fails to be reelected. Does the bylaw undermine the voting rights of shareowners by allowing the Board to have the final say on the unelected director's status?*

A: The "Majority Voting" governance process and related public disclosure requirements mandated in Honeywell's By-laws are corporate governance best practices that support, rather than undermine, shareowner voting rights. Under the traditional plurality voting system, directors in an uncontested election who do not receive a majority of votes cast "FOR" their election will be elected to the board of directors. The "Majority Voting" governance process is intended to enhance director accountability to shareowners. Under Honeywell's "Majority Voting" standard, in any uncontested election of directors, any nominee who does not receive a greater number of votes cast "FOR" his or her election than votes cast "AGAINST" his or her election (excluding abstentions) is expected to promptly tender his or her resignation to the Chair of the Board. This resignation must be promptly considered by the fully-independent Corporate Governance and Responsibility Committee of the Board, which then recommends to the full Board whether to accept or reject the resignation. The Board of Directors then decides whether to accept or reject the tendered resignation no later than the first regularly-scheduled meeting following the shareowner vote. Any director nominees who did not receive a majority of votes cast to elect him or her to the Board of Directors are excluded from the recommendation and decision-making process. Honeywell's By-laws also require prompt public disclosure of the Board's decision and process in an SEC filing, including, if applicable, the Board's rationale for rejecting the tendered resignation. As such, Honeywell's By-laws provide for a robust process that ensures that members of the Board of Directors act in a timely, independent and transparent manner with appropriate flexibility to consider the resignation offer in a broader context and exercise their best business judgement to arrive at a determination that is in the best interests of Honeywell and its shareowners.

Q: *With respect to Proposal 4 regarding the liability management reorganization, why is such a complex sequence of transactions necessary to achieve the liability management goals?*

A: The series of transactions described in Honeywell's [Proxy Statement](#) for the 2025 Annual Meeting of Shareowners to effect the liability management reorganization were determined taking into account tax, corporate and operational considerations, among others. The liability management reorganization is intended to provide Honeywell flexibility with respect to managing certain asbestos, environmental, and other liabilities, including any future strategic transactions involving such liabilities, and to enable Honeywell to focus on its operating business, while efficiently managing potential asbestos liabilities, existing or future environmental liabilities and remediation obligations, and certain other liabilities.

Q: *How often does Honeywell elect a new Lead Director of the board?*

A: Pursuant to Honeywell's Corporate Governance Guidelines, Honeywell's independent directors elect the independent Lead Director every two years, to serve for a two-year term, commencing at the annual meeting of shareholders following such individual's election by the independent directors. A Lead Director may serve for more than one term. The Corporate Governance Guidelines can be found on our investor website at www.honeywell.com/investor.

Forward-Looking Statements

This document contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, including statements related to the proposed spin-off of the Company's Advanced Materials business into Solstice Advanced Materials, a standalone, publicly traded company, and the proposed separation of Automation and Aerospace Technologies. Forward-looking statements are those that address activities, events, or developments that management intends, expects, projects, believes, or anticipates will or may occur in the future. They are based on management's assumptions and assessments in light of past experience and trends, current economic and industry conditions, expected future developments, and other relevant factors, many of which are difficult to predict and outside of Honeywell's control, including Honeywell's current expectations, estimates, and projections regarding, among other things, the proposed spin-off of Solstice Advanced Materials and the proposed separation of Automation and Aerospace Technologies. They are not guarantees of future performance, and actual results, developments, and business decisions may differ significantly from those envisaged by Honeywell's forward-looking statements, including the consummation of the spin-off of Solstice Advanced Materials and the proposed separation of Automation and Aerospace Technologies, and the anticipated benefits of each. Honeywell does not undertake to update or revise any of its forward-looking statements, except as required by applicable securities law. Honeywell's forward-looking statements are also subject to material risks and uncertainties, including ongoing macroeconomic and geopolitical risks, such as the impacts of tariffs and other trade barriers and restrictions, lower GDP growth or recession in the U.S. or globally, supply chain disruptions, capital markets volatility, inflation, and certain regional conflicts, which can affect Honeywell's performance in both the near- and long-term. In addition, no assurance can be given that any plan, initiative, projection, goal, commitment, expectation, or prospect set forth in this document can or will be achieved. These forward-looking statements should be considered in light of the information included in this document, Honeywell's Form 10-K, and Honeywell's other filings with the Securities and Exchange Commission. Any forward-looking plans described herein are not final and may be modified or abandoned at any time.