

# Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

## Part I Reporting Issuer

<b>1</b> Issuer's name  Honeywell International Inc.		<b>2</b> Issuer's employer identification number (EIN)  22-2640650	
<b>3</b> Name of contact for additional information  Lauren Keast	<b>4</b> Telephone No. of contact  980 348 1142	<b>5</b> Email address of contact  Lauren.Keast@Honeywell.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  855 S. Mint Street		<b>7</b> City, town, or post office, state, and ZIP code of contact  Charlotte, NC, 28202	
<b>8</b> Date of action  June 23, 2025		<b>9</b> Classification and description  Common stock	
<b>10</b> CUSIP number  438516106	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol  Nasdaq: HON	<b>13</b> Account number(s)

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► See attachment.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► The First Reorganization should be characterized for U.S. federal income tax purposes as a reorganization described in Section 368(a)(1)(F). A U.S. shareholder's aggregate tax basis in the Holdco common stock should equal such U.S. shareholder's aggregate tax basis in the HII common stock exchanged therefor.

The Second Reorganization should be characterized for U.S. federal income tax purposes as a reorganization described in Section 368(a)(1)(F). A U.S. shareholder's aggregate tax basis in the HII common stock should equal such U.S. shareholder's aggregate tax basis in the Holdco common stock exchanged therefor.

This Form 8937 does not constitute tax advice. Shareholders are urged to consult their own tax advisors regarding the particular consequences of the Reorganizations, including the applicability and effect of all U.S. federal, state and local, and foreign tax laws.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See attachment.

**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Code Sections 368(a) and 358.

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**18** Can any resulting loss be recognized? ▶ No loss should be recognized.

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**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Each of the First Reorganization and the Second Reorganization was executed on June 23, 2025. For a U.S. shareholder whose taxable year is a calendar year, the reportable tax year is 2025.

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶



Date ▶

8-7-25

Print your name ▶ Jason Sieber

Title ▶ VP Tax

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Honeywell International Inc.  
EIN: 22-2640650

**ATTACHMENT TO FORM 9937 – PART II**  
**REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

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***CONSULT YOUR TAX ADVISOR***

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”). This attachment includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Reorganizations (as defined below) on the tax basis of shares of Honeywell International Inc. (“HII”) common stock following the Reorganizations. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. The example provided below is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to shareholders and their tax advisers when establishing their specific tax position. Shareholders are urged to consult their own tax advisors regarding the particular consequences of the Reorganizations, including the applicability and effect of all U.S. federal, state, and local tax laws and foreign tax laws.

**Line 14.        Describe the organizational action and, if applicable, the date of the action or date against which shareholders’ ownership is measured for the action.**

On June 23, 2025, HII engaged in reorganizations pursuant to an Agreement and Plan of Merger dated April 9, 2025 (as amended on June 23, 2025, the “**Merger Agreement**”), by and among HII, Hyperion Holdco Sub LLC (“**Holdco LLC**”), Hyperion Merger Sub 1, Inc. (“**Merger Sub 1**”), and Hyperion Merger Sub 2, Inc. (“**Merger Sub 2**”).

Immediately prior to the First Merger (as defined below), Holdco converted under Delaware state law from a limited liability company to a corporation, Honeywell Holdco, Inc. (“**Holdco**” and such conversion, the “**Holdco Conversion**”). Thereafter, pursuant to the terms of the Merger Agreement, Merger Sub 1, a subsidiary of Holdco, merged with and into HII, with HII surviving as a wholly owned subsidiary of Holdco (the “**First Merger**”). Immediately following the First Merger, HII converted under Delaware state law from a corporation to a limited liability limited partnership, Honeywell International LLLP (“**Honeywell LLLP**”; such conversion, the “**HII Conversion**,” and together with the Holdco Conversion and the First Merger, the “**First Reorganization**”). Pursuant to the First Merger, each outstanding share of HII common stock was automatically cancelled in exchange for one share of Holdco common stock. No consideration other than the Holdco common stock was provided to the HII shareholders.

Subsequently, immediately prior to the Second Merger (as defined below), Honeywell LLLP converted under Delaware state law from a limited liability limited partnership to a corporation, HII (the “**Honeywell Conversion**”). Thereafter, pursuant to the terms of the Merger Agreement, Merger Sub 2, subsidiary of HII, merged with and into Holdco, with Holdco surviving as a wholly owned subsidiary of HII (the “**Second Merger**”). Immediately following the Second Merger, Holdco converted under Delaware state law from a corporation to a limited liability company,

Holdco LLC (the “**Holdco LLC Conversion**,” and together with the Honeywell Conversion and the Second Merger, the “**Second Reorganization**”; the Second Reorganization together with the First Reorganization, the “**Reorganizations**”). Pursuant to the Second Merger, each outstanding share of Holdco common stock was automatically cancelled in exchange for one share of HII common stock. No consideration other than HII common stock was provided to the Holdco shareholders.

**Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation date.**

In connection with the First Reorganization, the adjusted tax basis of each share of Holdco common stock should equal the adjusted tax basis in the share of HII common stock exchanged therefor. For example, assume a U.S. shareholder owned two shares of HII common stock, acquired on different dates and at different prices, with an aggregate adjusted tax basis of \$15: one share had a \$5 adjusted tax basis and the other share had a \$10 adjusted tax basis. Pursuant to the First Merger, such U.S. shareholder should have received, in exchange for its two shares of HII common stock, two shares of Holdco common stock with an aggregate adjusted tax basis of \$15: one share should have a \$5 adjusted tax basis and the other share should have a \$10 adjusted tax basis.

In connection with the Second Reorganization, the adjusted tax basis of each share of HII common stock should equal the adjusted tax basis in the share of Holdco common stock exchanged therefor. For example, assume a U.S. shareholder owned two shares of Holdco common stock, treated as acquired on different dates and at different prices pursuant to the First Reorganization, with an aggregate adjusted tax basis of \$15: one share had a \$5 adjusted tax basis and the other share had a \$10 adjusted tax basis. Pursuant to the Second Merger, such U.S. shareholder should have received, in exchange for its two shares of Holdco common stock, two shares of HII common stock with an aggregate adjusted tax basis of \$15: one share should have a \$5 adjusted tax basis and the other share should have a \$10 adjusted tax basis.