

Compensation Committee Charter

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Resideo Technologies, Inc. (the “Company”) 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 and qualify as non-employee directors for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations promulgated thereunder.

The members of the Committee shall be approved by the Board on the recommendation of the Nominating and Governance Committee and may be removed by the Board at any time in the Board’s sole discretion. The Committee’s chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee. The Committee may form and delegate authority to subcommittees when appropriate provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company’s corporate governance guidelines, the New York Stock Exchange (“NYSE”) and any other applicable regulatory requirements.

If at any time the Committee includes a member who is not a “non-employee director” (“Non-Employee Director”) within the meaning of Rule 16b-3 under the Exchange Act, and the rules and regulations promulgated thereunder, then either a subcommittee comprised entirely of individuals who are Non-Employee Directors or the Board shall approve any grants made to any individual who is subject to liability under Section 16 of the Exchange Act.

II. Meetings, Quorum and Minutes

The Committee shall meet at least four times each fiscal year. The chairperson shall each year establish a schedule of meetings; additional meetings may be scheduled as required. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the organizational documents and applicable law. Committee actions may be taken by unanimous written consent. A majority of the members of the Committee shall constitute a quorum. All determinations shall be made by a majority of the members present at a meeting duly called and held. Minutes for all meetings shall be prepared, circulated in draft form, and approved.

III. Purpose

The Committee shall discharge the Board’s responsibilities relating to compensation of the Company’s executives as set forth below. The Committee has overall responsibility for approving and evaluating the Company’s executive compensation plans, policies and programs, taking into account factors it deems appropriate from time to time, including strategic considerations, the degree of risk to the Company and its businesses that

those plans, policies and programs may imply, and the results of non-binding shareholder votes with respect to such matters. The Committee shall also oversee matters relating to management development and succession.

IV. Responsibilities

The Compensation Committee shall:

1. Review and approve the corporate goals and objectives relevant to compensation of the Company's Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives and determine and approve the CEO's compensation level based on this evaluation. The CEO shall not be present during any voting or deliberations by the Committee regarding the CEO's compensation.
2. Review and approve the individual goals and objectives of the other executive officers of the Company. Review and set the annual salary and other remuneration (including incentive compensation plans and equity-based plans) of the executive officers of the Company.
3. Review on a periodic basis the operation and structure of the Company's compensation program, and consider the Company's practices and programs related to internal pay equity. In discharging this responsibility, the Committee shall take into account factors it deems appropriate from time to time, including the Company's business strategy and whether the effects of the compensation program create risks that are reasonably likely to have a material adverse effect on the Company and its business.
4. Review the development of senior executives, including executive succession plans of the Company and make recommendations to the Board relating to the election of the Company's executive officers.
5. Review or take such action in connection with the bonus, stock, retirement and other benefit plans of the Company and its subsidiaries, as may be provided in any such plans or deemed appropriate by the Board.
6. Evaluate the post-service (including severance) benefits of the CEO and other executive officers and their reasonableness in light of practices at comparable companies and any benefits received by the Company in connection with such arrangements.
7. Establish and periodically review policies concerning perquisite benefits.
8. Advise the Board with respect to proposed changes in Board or committee compensation, as well as director retirement policies and programs and perquisites (if any), not less frequently than bi-annually. Directors who are Company employees shall not be compensated for their services as directors.
9. Establish and review annual stock ownership guidelines applicable to directors and senior management of the Company and recommend to the Board revisions to such guidelines as appropriate.

10. Review and discuss the Compensation Discussion and Analysis proposed for inclusion in the Company's Annual Report on Form 10-K and annual proxy statement with management and recommend to the Board whether such section should be so included. The Committee shall also produce an annual report on executive compensation for inclusion in the Company's annual proxy statement, in accordance with applicable Securities and Exchange Commission (the "SEC") rules and regulations.

11. Review and recommend to the Board for approval the frequency with which the Company will conduct say-on-pay votes, taking into account the results of the most recent shareholder advisory vote on frequency of say-on-pay votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the say-on-pay vote and the frequency of the say-on-pay vote to be included in the Company's proxy statement filed with the SEC.

12. Undertake an annual review of the Committee charter and evaluation of the activities of the Committee, including the Committee's responsibilities as set forth above.

13. Perform any other activities consistent with this Charter, the Company's organizational documents, as required under NYSE, the SEC or any other applicable regulatory requirements or as the Committee or the Board otherwise deems necessary or appropriate.

V. Resources

The Committee shall have the authority to retain or terminate, at its sole discretion, compensation consultants, independent legal, accounting and other advisors, consultants or professionals (collectively, "Advisors") to assist the Committee in its responsibilities, but only after taking into consideration all factors relevant to the Advisor's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual. The Committee shall be directly responsible for overseeing the work of such Advisors. Except as explicitly prohibited by this charter, the NYSE listing rules or applicable law, the chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company or the Company's independent auditor to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of (a) any compensation to any Advisors retained to advise the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.