

Nominating and Governance Committee Charter

The Nominating and Governance 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.

The members of the Committee shall be appointed 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.

II. Meetings, Quorum and Minutes

The Committee shall meet at least three 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 (1) identify and evaluate potential Director candidates and recommend to the Board the nominees to be proposed by the Company for election to the Board; (2) develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company; (3) lead the Board in its annual review of the performance of the Board and its committees; (4) recommend Director nominees for each committee to the Board; (5) provide oversight (and coordination across committees, as needed) of the Company’s programs relating to compliance with its Code of Business Conduct, and (6) oversight (and coordination across committees, as needed) of matters related to the Company’s role as a responsible corporate citizen, including its environmental, social and governance programs.

IV. Responsibilities

The Committee shall:

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

a. The size, composition and organization of the Board;

b. The qualifications and criteria for election to the Board. These qualifications and criteria will include an assessment of the person's independence, strength of character, judgment and ability to devote sufficient time to attendance at, and preparation for, Board meetings. The Committee will also focus on board composition, prioritizing diversity and alignment with strategy. Diversity encompasses the variety of perspectives including experience, skills, gender, ethnicity, race, nationality and age.

c. The nominees to be proposed by the Company for election to the Board, including an annual review and recommendation on an incumbent director's renomination;

d. Retirement from the Board;

e. Whether to accept any resignation tendered by a director, as required by the Company's Corporate Governance Guidelines, including any resignation tendered by a director who has not received the votes required for re-election in any uncontested election for directors; and

f. The structure and composition of, and membership on, Board committees.

2. Actively seek individuals qualified to become Directors, evaluate the qualifications of individuals for board membership (including those suggested or nominated by third parties) in accordance with the procedures set forth in this Charter, the Company's Corporate Governance Guidelines, organizational documents, and applicable law 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. Review and discuss as appropriate with management the Company's disclosures relating to director independence, governance and director nomination matters.

4. Have the sole authority to retain and terminate any search firm to be used to identify Director candidates, and have sole 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.

5. Oversee the annual evaluation of the Board and its committees, and report to the Board with an assessment of the performance of the Board and its committees and recommendations for improvements.

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

7. Oversee the Company's orientation program for new directors and continuing education program for incumbent directors.
8. Provide oversight (and coordination across committees, as needed) and report to the Board on the Company's compliance with its programs relating to the Code of Business Conduct and the Company's role as a responsible corporate citizen, including its environmental, social and governance programs.
9. Receive from management and review regular reports regarding governance trends and the priorities of the Company's most significant investors. Receive from management and review an annual report on the Company's policies and practices related to political contributions.
10. 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.
11. Perform any other activities consistent with this Charter, the Company's organizational documents, as required under the 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, at its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any other advisors (the "Advisors") to assist it in carrying out its duties. 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 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 compensation to any Advisors retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Adopted by the Nominating and Governance Committee: December 9, 2020

Approved by the Board of Directors: December 10, 2020