



**Resideo Technologies, Inc. External
Policy Concerning Recoupment of Incentive
Compensation
Effective Date: Dec. 10, 2020**

POLICY CONCERNING RECOUPMENT OF INCENTIVE COMPENSATION

Statement of Policy

The Board of Directors (the “Board”) of Resideo Technologies, Inc. (the “Company”) has adopted the following policy with respect to recoupment of incentive compensation (the “Policy”).

Definitions

For purposes of this policy, the following terms shall have the meanings set forth below:

- “senior executives” shall mean executive officers for purposes of the Securities Exchange Act of 1934, as amended, as well as the Company’s principal accounting officer and corporate secretary;
- “incentive compensation” shall mean bonuses or awards issued under any compensation plan approved by the shareholders of the Company; and
- “misconduct” shall mean a knowing violation of SEC rules and regulations or Company policy.

Recoupment of Incentive Compensation

In the event of a significant restatement of financial results (a “Restatement”), the Board will review all incentive compensation paid to senior executives on the basis of having met or exceeded specific performance targets for performance periods during the Restatement period. To the extent permitted by applicable law, the Board will seek to recoup incentive compensation, in all appropriate cases (taking into account all relevant factors, including whether the assertion of a recoupment claim may prejudice the interests of the Company in any related proceeding or investigation), paid to, or credited to a deferred compensation account of, any senior executive, if and to the extent that (i) the amount of incentive compensation was calculated based upon the achievement of certain financial results that were subsequently reduced due to a Restatement, (ii) the senior executive engaged in misconduct that caused the need for the Restatement and (iii) the amount of incentive compensation that would have been awarded to the senior executive had the financial results been properly reported would have been lower than the amount actually awarded.

Determinations of misconduct for purposes of this policy shall be made by the Board (or, at the discretion of the Board, an appropriate committee of the Board) independently of, and the Board shall not be bound by, determinations by management or by any committee of the Board that a senior executive has or has not met any particular standard of conduct under law or Company policy.

This policy is not intended to amend or modify any right or obligation to pay or credit any amount due under any incentive compensation and/or deferred compensation plan, as distinguished from the right to recoup incentive compensation previously paid or credited. The right of the Board to assert a recoupment claim under this policy shall not survive the occurrence of a change in control of the Company as defined in the relevant incentive compensation plan.