

CODE OF BUSINESS CONDUCT



ONE
HONEYWELL

Honeywell

THE POWER OF **CONNECTED**



LETTER FROM OUR CEO

Dear Colleagues:

As Honeywell continues to grow, we must stay focused on our expectations and commitment to integrity and Honeywell's Twelve Behaviors. Our Code of Business Conduct is a roadmap to help you navigate the operating environments in our four businesses, which include some of the most dynamic sectors of the global economy.

We have great positions in good industries, and we have a responsibility to conduct ourselves with the highest levels of integrity in every aspect of everything we do. Our integrity helps ensure that we continue to sustain the credibility of our brand, maintain our strong reputation, and build on our track record of growth and performance.

Our Code and our Twelve Behaviors applies to everyone and unites us as one Honeywell. Take the time to read through Honeywell's

Code and understand the guidance. If you have any questions about our Code, or need help understanding how it applies to the work you do, take the time to seek advice from any of the resources listed. Our Company will never tolerate retaliation against anyone for asking questions or raising concerns in good faith, so you can always feel comfortable coming forward. It's also our expectation that should you observe any of your colleagues not following the Code you should report your concerns immediately through one of the reporting channels.

I'm counting on you to uphold our continued commitment to integrity at Honeywell.

Sincerely,

A handwritten signature in black ink, appearing to read "Darius Adamczyk".

Darius Adamczyk
President and CEO

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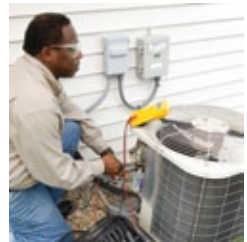
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HONEYWELL BEHAVIORS

- **Growth and Customer Focus** recognizes that we need to think differently in order to grow. The customer is the cornerstone of our success. Effective employees do a superb job for customers every day in quality, delivery, value and technology. They aggressively pursue new opportunities through superior sales and marketing, globalization and technology roadmaps supported by Design for Six Sigma Plus.
- **Leadership Impact** means thinking like a leader regardless of your job, delivering on commitments, and being a role model for others. All leaders demonstrate passion for their work and care about the people in the organization. Each employee must be able to: [1] conceptualize an issue, [2] develop an action plan to address the issue, and [3] execute the plan.
- **Get Results** requires consistently meeting commitments to the business and to others. Quickly translate business requirements into actions by defining “who does what by when” to ensure plans are executed.





- **Makes People Better** encourages excellence in peers, subordinates and/or managers. Be a positive influence in the development of others.
- **Champions Change** requires a continuous improvement mindset to make decisions and take actions that are in the best interest of customers, shareowners, and the organization. It reflects a constant commitment to do things better. It expects individuals to adapt and be supportive of organizational and business change that ensures the long-term strength of our Company, regardless of personal impact.
- **Fosters Teamwork and Diversity** defines success in terms of the whole team. Employees must understand and capitalize on the fact that Honeywell's workforce is composed of individuals who represent a great diversity of values, opinions, backgrounds, cultures and goals. Recognizes diversity as an important value and develop
- diverse teams. Effective team leaders not only meet the expectations of their role as leaders, but they also set and meet the expectations for team members.
- **Global Mindset** is viewing the business from all relevant perspectives and seeing the world in terms of integrated value chains.
- **Intelligent Risk Taking** recognizes that generating greater returns requires taking greater risks. While using sound business judgment, has the courage to take action where outcomes are uncertain but where potential rewards are great. Business decisions often need to be made based on incomplete information.
- **Self-Aware/Learner** individuals recognize their behaviors and how they affect those around them. Employees must accurately assess their own strengths and weaknesses and take action to improve.



- **Effective Communicator** means providing timely and concise information to others, and using clear and thoughtful oral and written communications to influence, negotiate and collaborate effectively. Leaders and employees need to appreciate that effective communication is about listening and being listened to but is not always about being in agreement.
- **Integrative Thinker** decides and takes actions by applying intuition, experience, and judgment to the data available. Demonstrates the ability to assimilate various and conflicting information or opinions into a well-considered decision. Understand the implications of individual actions or recommendations on other systems, markets, processes and functions.
- **Technical or Functional Excellence** means being capable and effective in a particular area of expertise. Employees must remain aware of advances and current thinking in their fields and look for ways to apply the latest technologies to their work.



INTRODUCTION TO OUR CODE

The Honeywell Code of Business Conduct (our "Code") is designed to provide guidance to each of us regarding Honeywell's standards of integrity and compliance in all our business dealings. Our Code is an integral element of the Honeywell Behaviors. It describes the basic rules of conduct that we, as one Honeywell, are expected to follow. In addition, it provides helpful resources in the event we have a question or concern about proper conduct.

Our Code defines what Honeywell expects from each of us and how we treat:

- Each other
- Our Company
- Our customers
- Our suppliers
- Our shareholders
- Our communities and our world

What Honeywell Expects from Each of Us

Our Company's growth starts with each of us – we are key to our Company's character and central to its leadership and success.

Who Must Follow Our Code

Our Code applies to all employees, officers and directors of Honeywell. Where appropriate, business partners working on our Company's behalf should also familiarize themselves with and follow our Code. If your job responsibilities require you to interact with representatives working on behalf of Honeywell, be sure to inform them of their responsibility to act in accordance with this Code and provide them with a copy. Their behavior must be consistent with our Code, other Honeywell policies and applicable laws and regulations.

Our Shared Obligations

We all have a personal responsibility to know and follow the Code and other Company policies, procedures and guidelines that apply to our job responsibilities at Honeywell. Many of these are cited in the appropriate section of the Code. Others can be found in the Honeywell Policy Manual. We must never ignore or seek to circumvent the Code for any reason. If you need help understanding our Code or a specific policy, procedure or guideline, or how they apply to your scope of responsibilities, seek guidance from any resource listed in "Asking for Advice and Voicing Concerns."



Additional Obligations for Managers and Supervisors

Honeywell managers and supervisors have a special duty to foster a culture of integrity and compliance. This means that managers and supervisors should serve as role models for integrity and compliance in all of their interactions. It also means that managers and supervisors should ensure that colleagues who report to them feel comfortable raising questions and concerns without fear of retaliation, that any concerns or questions will be addressed in a professional and timely manner, and that we will not compromise our standards of integrity and compliance to obtain business results.

Managers and supervisors should also consider the character and behavior of colleagues whom they are considering for promotion. Promotions are a privilege only extended to those who exemplify Honeywell's Behaviors and values in a manner consistent with this Code.

Complying with the Law

Although our Code addresses some of the common challenges that multinational companies like Honeywell face, it cannot address every situation that may arise in our workplace. When in doubt as to whether an activity is proper, you should seek guidance through one of the avenues discussed in "Asking for Advice and Voicing Concerns."

Laws and regulations are complex and subject to change, and often vary from country to

country. Company policies may also be subject to change, and may vary greatly depending on the country in which we are operating. For these reasons, we must take care to familiarize ourselves with the policies, procedures and laws that apply to our particular job functions and locations in which we operate. If a local law conflicts with our Code, comply with local law. If a local custom or practice conflicts with our Code, comply with the Code.

Your business or region may have policies and practices that require more from you than required by this Code. The same may be true of local law. In all such instances, you must follow the stricter policy, practice or law. If you have any doubts about the lawfulness or appropriateness of a proposed action, seek advice by following the steps set out in "Asking for Advice and Voicing Concerns."

This Code is intended to be consistent with and refer to certain key corporate policies, which are included in the Honeywell Policy Manual. The Honeywell Policy Manual may provide greater detail than is provided by this Code. In some instances, the Policy Manual may provide additional policies not covered by this Code. The Honeywell Policy Manual is located on the Honeywell Intranet.

It is important to note that our employment rights are governed by the laws of the countries in which we do business, as well as the rules in place in the locations where we work. Our Code attempts to clarify Honeywell's rights and

expectations as an employer, but does not create any contractual employment rights for employees.

In the United States and other countries, employment by Honeywell is considered “at-will.” This means that you have the right to terminate your employment at any time and for any reason, and Honeywell may exercise the same right, consistent with applicable laws. If local laws differ from the provisions of this Code, follow the laws of the country in which you work.

Asking for Advice and Voicing Concerns

While working on behalf of Honeywell, you may face difficult situations. Many times your common sense, good judgment, our Code, and Company policies and procedures will be enough to guide you. However, there may be times in which you need additional help to make the right choice. In these cases, you have several resources available to you. These include:

- Your manager or supervisor
- Your Human Resource representative
- Your Integrity and Compliance Representatives (I&C Reps) and Business Conduct Leaders (BCLs)
- A member of the Law Department or Global Security
- A member of the Integrity and Compliance Office

- Local Honeywell formal complaint, grievance processes
- ACCESS Integrity and Compliance Helpline

The ACCESS Integrity Helpline is a 24-hour service. It is answered by an independent third-party provider that accommodates all of the languages that Honeywell employees speak. You may make a report using the helpline by dialing:

800-237-5982, (Note: Dialing from outside the U.S. requires a country calling code found at www.att.com/traveler), or refer to the Integrity and Compliance website at <http://teamsites.honeywell.com/sites/compliance> for a listing of additional country-specific helpline numbers

You may also report issues by mail or email to:

Honeywell International
Attn: ACCESS
P.O. Box 2245
Morristown, NJ 07962-2245

access.integrity.helpline@honeywell.com

If you become aware of a situation that may involve a violation of this Code, Company policy or any applicable law or regulation, you have a responsibility to report it. Please note that failure to comply with our Code and Company policies can have serious consequences. Consequences may include disciplinary action, up to and including termination, as well as possible civil or criminal penalties.

Honeywell will treat all reports confidentially to the extent possible, consistent with the law, Company policy and the Company's need to conduct a thorough investigation. Suspected violations may be reported by identifying yourself or by remaining anonymous. In Europe, specific processes have been implemented to comply with rules that limit anonymous reporting. You may contact the Integrity and Compliance Office with any questions.

All reports will be investigated promptly and thoroughly, consistent with applicable law and, upon the advice and approval of the Law Department, may be reported to the appropriate authorities. Appropriate corrective or disciplinary action for Code violations will be taken whenever necessary.

Honeywell Will Not Tolerate Retaliation

It is important that you feel comfortable raising your questions and concerns. Honeywell will not tolerate any form of retaliation against you for making a good faith report of actual or potential misconduct. Making a report in "good faith" means your report is honest, sincere and complete to the best of your knowledge.

If you feel an act of retaliation has occurred, you should report your concerns via one of the methods outlined in "Asking for Advice and Voicing Concerns."





ONE HONEYWELL

HOW WE TREAT EACH OTHER

Promoting a positive work environment based on mutual respect and a commitment to health and safety is the key to maintaining the best possible workforce and to providing growth opportunities for our stakeholders.

Our Company recognizes and rewards our individual talents by providing compensation and benefits that are competitive. We also promote development through training that broadens work-related skills.

Respecting Each Other and Promoting a Positive Workplace

Honeywell respects and values the diversity reflected in our various backgrounds, experiences and ideas. Together, we provide an inclusive work environment that fosters respect for all of our coworkers, clients and business partners. Our workplace is one that reflects the diversity of the communities in which we operate and we are committed to provide employees a workplace that is free from unlawful discrimination, harassment or personal behavior not conducive to a productive work climate. This policy applies to all phases of the employment relationship, including hiring, promotion, demotion, transfer, layoff or termination, compensation, use of facilities and selection for training or related programs.

If you know or suspect that unlawful discrimination or harassment has occurred, you should report the situation immediately via one of the reporting channels described in “Asking for Advice and Voicing Concerns.”

For more information, see our *Workplace Harassment, Equal Employment Opportunity* and *Employees and Applicants with Disabilities* policies, as well as our *Covered Veterans Statement*.

Protecting Personal Data

At Honeywell, we are committed to promoting a work environment and operating our businesses in a manner that fosters confidence and trust. To accomplish this goal, we must properly manage the personal data provided to us by our colleagues, customers, suppliers and others. “Personal data” includes any information that may identify an individual. Examples of personal data include name, physical address, email address, employee identification number, government identification number or any combination of information that might identify someone. We should only collect, access, use or disclose personal data for appropriate business purposes. In addition, we should use the minimum amount of personal data needed to accomplish a task. We must not share this information with anyone, either inside or outside our Company, who does not have a business need to know it. Further, we must take steps to properly secure such data at all times.

Many countries have their own legal requirements governing the use of personal data, and Honeywell must comply with those laws. For example, some countries limit the transfer of personal data to countries that have different rules governing personal data. Contact

a member of the Law Department if you have questions in this area.

Company policies, practices and training programs are designed to assure that only authorized personnel access personal data. If you believe that personal data have been disclosed or used inappropriately, you should contact the Law Department immediately. Failure to do so could subject our Company to fines and/or regulatory action.

For more information, see our *Data Privacy policy*.

Substance Abuse

Substance abuse limits our ability to do our work safely, which puts us all in jeopardy. For this reason, we may never work on behalf of Honeywell while under the influence of alcohol, illegal drugs, misused prescription drugs or over-the-counter medications. This applies at all times while you are performing in your Honeywell role or on behalf of Honeywell even if the use occurs after hours or off Company premises. In addition, we may never use, possess, transfer or sell illegal drugs or alcohol, or misuse prescription drugs or over-the-counter medications, during working hours or while on Company premises. Our Company makes an exception to this rule when alcohol is transferred in a sealed container for authorized gift purposes or is used in moderation at an authorized Company event.

For more information, see our *Alcohol and Drugs in the Workplace* policy.

A Violence-Free Workplace

We work to prevent any acts or threats of violence in our workplace as part of our pledge to health and safety. Individuals who engage in violence or threats of violence may be subject to disciplinary action, up to and including termination of employment, as well as possible criminal prosecution. You should report all threats and acts of violence to your supervisor, local Human Resources representative or Global Security immediately. If you feel that someone is in immediate danger, you may also contact the local authorities.

For more information, see our *Violence Prevention* policy.

Providing a Healthy and Safe Workplace

By integrating health, safety and environmental considerations into all aspects of our business, we protect our people and the environment, achieve sustainable growth and accelerated productivity, drive compliance with all applicable regulations and develop the technologies that expand the sustainable capacity of our world. Our health, safety and environment management systems reflect our values and help us meet our business objectives. If we believe that conditions are in any way unsafe, we must stop work immediately. Refer to the section on Protecting the Environment for more information.

We must make sure that our facilities are secure at all times. This means we allow only authorized individuals access to our worksites. If you believe that someone is attempting to improperly access a Honeywell facility, contact Honeywell Global Security.





ONE HONEYWELL

HOW WE ACT
IN THE BEST
INTEREST
OF OUR
COMPANY

We should conduct Honeywell business free from outside influences or personal bias, and make business decisions based on the best interests of Honeywell.

Avoiding Conflicts of Interest

As part of our duty to uphold our Company's reputation, we must avoid improper conflicts of interest. A "conflict of interest" occurs when our personal interests interfere with, or appear to interfere with, our ability to perform our jobs without bias. We may not engage in any interest, investment or association in which a conflict of interest might arise. If you have a potential or actual conflict of interest, you must disclose it by speaking with your supervisor or by contacting the Law Department or the Honeywell Integrity and Compliance Office. Conflicts of interest are often easily avoided if disclosed in advance.

The following sections describe situations that may create conflicts of interest. It is important to remember that conflicts may also be created when a member of your household or immediate family is the individual involved.

Gifts and Business Entertainment

Developing strong working relationships with our customers, suppliers and other business partners is important to our growth. Business gifts and entertainment are sometimes used to strengthen these bonds. However, we must exercise particular caution when offering or accepting business courtesies. Exchanging

Integrity in Action

Q: *Barry has received an invitation to a holiday party hosted by one of our suppliers. He works closely with this supplier and would love to attend, since the party is sure to include fine wine and gourmet dishes. May Barry accept the invitation?*

A: *Barry should consult with his supervisor or the Law Department to determine whether it is appropriate to attend. Factors to consider include the cost of the meal, whether the supplier is actively bidding on Honeywell work, whether Barry is involved in the Honeywell procurement decision-making process and whether there are other business related reasons to go to the dinner.*

gifts and entertainment can result in conflicts of interests. If not handled properly, they may also lead to the appearance of improper payments, kickbacks or corruption. You may not accept or provide any gift, favor or entertainment if it is made for an improper purpose, or if you know it would violate our policies, the law or the gift policy of the recipient's company.

Integrity in Action

Q: *At an offsite meeting, a vendor who has been providing services to Honeywell for several months invites Denisha to lunch. She accepts, allowing the vendor to pay for the meal. Are her actions acceptable?*

A: *Occasional meals and nominal gifts are ordinarily acceptable, so long as they don't raise a question about Denisha's objectivity. Customer entertainment and gifts should be discussed in advance with your supervisor. The supervisor should evaluate the business purpose for the meal, the setting and the cost of the meal, and the frequency of the vendor's invitations.*

Generally, we can offer or accept a gift, favor or entertainment as long as it:

- Does not make the recipient feel obligated or give the appearance of an obligation
- Does not exceed generally accepted local business practices
- Is of nominal value
- Cannot be construed as a bribe or payoff
- Does not violate applicable law, Company policies or the policies of the recipient's company
- Is not solicited

These rules do not apply to unsolicited promotional materials of a general advertising nature, such as imprinted pencils, memo pads and calendars, so long as what is given does not create or appear to create any obligation. Additionally, in keeping with national custom, ceremonial presentations may be permitted as long as what is accepted is not in violation of any law, cannot be viewed as a bribe and would not embarrass you or Honeywell if disclosed.

Gifts should not be accepted from suppliers or potential suppliers (or other business partners or potential business partners) during or in connection with contract negotiations with the supplier. In addition, we should avoid soliciting gifts from suppliers or other business partners for Honeywell functions or employee awards.

If you are unsure whether you should offer or accept a business gift or entertainment, you should seek guidance. Customer entertainment and gifts must be discussed in advance with your supervisor.

Stricter laws govern gifts offered or made to government officials. These laws apply not only to government officials, but also to employees of state-owned or state-controlled companies. You must comply strictly with these laws and regulations. Never offer or accept a business courtesy if doing so violates a law or regulation, will cause embarrassment for Honeywell, or will reflect negatively on the Company's reputation. For more information, see the "No Commercial Bribery and No Improper Payments

to Government Officials” section of our Code and our policies on *Business Courtesies for U.S. Government Officials, Government Relations and Anticorruption*. If you have any questions or concerns please consult the Law Department.

Financial Interests

As Honeywell employees, we generally should avoid doing business with any company in which we have a personal financial interest. There may be situations where our personal financial interest in a company with which Honeywell does business is permissible. However, such situations should be reviewed by the Law Department or the Integrity and Compliance Office to determine the best course of action.

In addition, you may not purchase or maintain a significant financial interest in a customer, competitor or business partner that does business with or potentially does business with Honeywell unless you receive approval from the Law Department. Always ensure you are able to make business decisions with Honeywell's best interests in mind.

Outside Employment

From time to time, you may wish to engage in work outside our Company. In doing so, you must ensure that any outside employment does not create a conflict of interest. We must never use Honeywell tangible and intangible property, including documents, Information Technology assets, facilities, and intellectual property to conduct non-Honeywell business.

Integrity in Action

Q: *Ana, a procurement specialist, has developed strong working relationships with several Honeywell suppliers over the years. One of these suppliers asks Ana if she would be interested in doing some consulting work for their firm. Since she would only work for the supplier over the weekends, the outside employment wouldn't affect her ability to perform her job duties at Honeywell. May she accept this offer?*

A: *Even though Ana will only be working for this supplier when not performing work for Honeywell, this outside employment may still be considered a conflict of interest. Ana should consult her supervisor to confirm that this outside employment will not interfere with her job responsibilities. In addition, even if Ana decides to decline the supplier's offer of employment, she should report the employment offer to her supervisor. She and her supervisor may also consult the Law Department or Human Resources for additional guidance.*

Business with Friends and Family Members

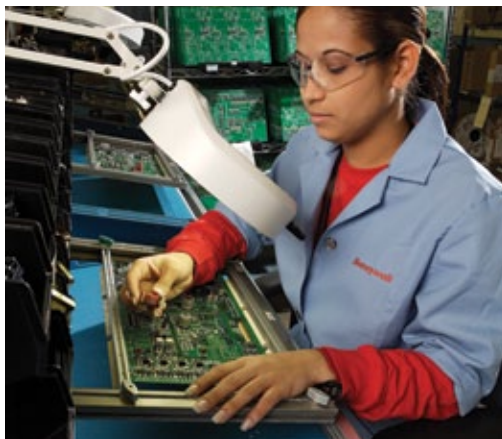
Business relationships with family members and friends can result in a conflict of interest, or the appearance of a conflict. For this reason, you should never be involved with or attempt to influence the bidding, negotiating or contracting process between yourself, a family member or a close friend and Honeywell. This rule applies even in indirect situations where you, your family member or close friend owns or works on behalf of another company with which Honeywell does, or is considering doing, business.

In addition, we need to avoid improper reporting relationships. This means we may not directly or indirectly supervise, or work under the supervision of, a family member or someone with whom we have a close personal relationship.

Improper Personal Benefits

A conflict of interest may also arise when a director, officer or employee, or a member of his or her immediate family, receives improper personal benefits because of his or her position at Honeywell. Such benefits may include gifts or loans from an entity or person with whom our Company does business. We must avoid accepting any such improper benefit.

In addition, a conflict of interest arises if a Honeywell employee assists a competitor to Honeywell's detriment. For example, providing confidential information to a spouse or partner who works for a competitor would constitute a conflict of interest and violate our Code.



Corporate Opportunities

In order to make objective business decisions on behalf of Honeywell, we must never compete with our Company. This means we may not take for ourselves any business or investment opportunities that we discover through our position at Honeywell or through Company property or information. In addition, we must never help anyone else take such business or investment opportunities for personal gain. This includes our family members and friends.

Safeguarding Company Property and Information

Honeywell's Physical Property

Theft, damage, carelessness and waste have a direct impact on our Company's success. We must therefore commit to protecting our Company's physical assets from theft, damage, loss or misuse. This includes our facilities, vehicles, business equipment, merchandise and supplies. If you suspect any form of fraud or theft, you should report it to your manager or supervisor immediately.

Authorized occasional personal use of certain Company equipment, such as telephones or internet, is sometimes appropriate. However, we must ensure our personal use is limited, does not interfere with our ability to do our work for Honeywell and does not violate Company policy or law. Never use Honeywell property for personal gain or that of another person or organization. You must also return any Company property you possess at the end of your employment.

Honeywell's Confidential Information

We are each entrusted with our Company's confidential information. We must protect this sensitive information at all times. This generally includes any nonpublic information that might be of use to competitors or others, which may be harmful to the Company if disclosed. Examples include business or marketing plans, supplier information, product design, manufacturing processes, existing and future merchandising information and employee information.

We must never allow others to access Honeywell's confidential information. We must take care not to lose, misplace or leave confidential information (or technologies containing such information including computer, laptops, cell phones, PDAs and software.) unattended. If we lose Company equipment or an item containing confidential Honeywell information (for example, a Honeywell laptop, BlackBerry, thumb drive or the like), we should report the loss immediately to Honeywell Global Security.

Integrity in Action

Q: *Emilie often works through her lunch breaks, taking business calls at restaurants and in common areas in the building. Everyone around her seems engaged in their own conversations, so she assumes they aren't really paying attention to her. Can she discuss Honeywell business this way?*

A: *It depends. Emilie may take phone calls in public places, but she must exercise extreme caution when discussing Honeywell business. Any confidential information should not be discussed in public places, even if she assumes others are not listening to her conversations.*

Integrity in Action

Q: *Troy carries his Honeywell laptop on Company travel so he can use his free time on airplanes, trains, waiting areas and other public places to work on business-related documents. Is this a problem?*

A: *It may be. It is impossible to know who may be sitting or passing nearby in any public place. When laptops and similar devices are used in public places for Company business, you must ensure that your screen is protected from onlookers at all times. In addition, such devices should never be left unattended.*

In addition, we may not discuss this information where it might be overheard by those who do not have a need to know it. This includes public places such as airport terminals, trains and restaurants. It also includes open areas at Honeywell, such as Company restrooms and break rooms. We may only grant access to confidential information to coworkers who have a legitimate business need to know it. We must never use confidential information about the Company for personal gain or disclose it to others for their gain.

For more information, see our *Data Privacy* and *Confidential Information Security Program* policies.

Honeywell's Intellectual Property

We work diligently to protect our Company's intellectual property. "Intellectual property" includes any of our Company's patents, trademarks, copyrights or other intangible assets, such as ideas, inventions, processes, or designs created on Company time, at Company expense, using Company resources or within the scope of our job duties. We will identify any new inventions we make and will direct them to the Law Department for patent, copyright or trade secret protection. You should report any suspected misuse of our Company's intellectual property to the Law Department.

Respecting the Intellectual Property Rights of Others

We respect the intellectual property rights of others. This means we must never knowingly infringe on the copyrights, trademarks or patents of others. We may not download unlicensed software onto Company computers or duplicate, publish or distribute copyrighted materials. We will not download songs, photographs and videos without consent from the rightful owner. In addition, we will not disclose or use the confidential information of former employers.

See our Licensing of *Honeywell Intellectual Property* policy for more details.

Using Information Technology Resources

Honeywell provides many of us access to various electronic communications systems to use in our daily work. This includes computer

and phone systems, laptops, cell phones, PDAs and software. We have a duty to safeguard these systems and the technologies provided to us at all times. This means we must each do our part to prevent damage, harm, loss and unauthorized access to these resources. Be sure to follow all security measures and internal controls in place for the resources you use.

Remember that electronic messages (such as emails, instant messages and text messages) are permanent records of your communications. These communications can be altered and forwarded without your permission. For this reason, take particular care when drafting any electronic messages on Company letterhead or when using Honeywell resources.

Exercise good judgment and integrity when using these systems and technologies. Do not download or send inappropriate, sexually explicit, illegal or offensive material via these resources. You also may not use these resources to conduct outside work. To the extent permitted by local law, you should not have an expectation of privacy when using Company resources, as Honeywell may monitor your personal use. However, it is important to note that our Company will not interfere in our personal lives unless our conduct impairs our work performance or adversely affects our work environment or Honeywell's reputation.

For more information, see our *Acceptable Use of Information Resources* and *Acceptable Use of Handheld Devices* policies.

Social Media and Networking Sites

Social media have changed the way many of us share information on a daily basis. While social media create new opportunities for communication and collaboration, such media also bring additional responsibilities that we must know and follow. "Social media" sites include a vast array of Web sites and online resources. These include social networking sites (such as Facebook, MySpace and LinkedIn), blogs, photo and video sharing sites, forums and chat rooms, among many others. If your position at Honeywell requires posting on such sites, you must only post information for authorized Honeywell business purposes and only post information that complies with this Code and Company policies. In your personal social media interactions, act responsibly and be careful to protect our reputation at all times. Never post confidential information about Honeywell or our colleagues, customers, suppliers or business partners on any such sites.

Avoiding Insider Trading

In order to protect investors, securities laws make it illegal for those with "material inside information" about a company to trade in its securities. "Material inside information" is information that is not generally available to the investing public and, if disclosed, would reasonably be expected to affect the price of a security or would influence your decision

to buy, sell or hold a security. Examples of material inside information include earnings announcements, mergers, acquisitions and dispositions, the outcome of major litigation, a change in control of the Company and a change in senior management. This list of examples is not exhaustive, and material inside information may arise in connection with other events not listed here. You should consult the *Insider Trading Policy* for a more detailed discussion on material inside information.

During the course of your work with Honeywell, you may learn about material information regarding Honeywell or another company that is not yet public. You may have access to this material inside information through your job duties with Honeywell or through other ways such as attending formal or informal meetings, overhearing a conversation or seeing a document on a copy machine. Using this information or conveying this information to others for financial or other personal gain is a violation of our policy on insider trading, and may also violate securities laws.

To avoid violating our *Insider Trading Policy* and securities laws, do not:

- Buy or sell shares in any company, including Honeywell, either directly or through family members or other persons or entities, if you have material inside information about that company

- Recommend buying or selling shares in any company, including Honeywell, to anyone if you have material inside information about that company
- Convey material inside information to others outside the Company unless it is necessary for the Company's business activities

Certain individuals, because of their positions with the Company and including the Company's directors, officers and other key employees involved in certain financial and other forecasting activities, are viewed as possessing material inside information and are designated as "insiders". These individuals are subject to additional restrictions (such as pre-clearance authorization) which are more fully described in the *Insider Trading Policy*.

If you have material inside information about a company (including Honeywell), you may only trade in that company's securities once the information is made publicly available to ordinary investors through appropriate media sources.

Violations of securities laws may subject the individuals involved to severe consequences, including both civil and criminal prosecution. If you have questions or need guidance in this area please consult the Law Department.





ONE HONEYWELL

HOW WE TREAT OUR CUSTOMERS

Building mutually beneficial relationships with our customers is important to our success as a Company. Maintaining such relationships requires that we provide safe, quality products and uphold the law in all our interactions with both commercial and government clients.

Providing Quality Products and Services

We strive to provide products and services that meet or exceed our customers' requirements for quality, reliability and value.

We are expected to comply with all quality control standards that govern our job duties. This includes applicable laws and regulations, as well as internal control procedures designed to promote the safe, quality manufacture of goods. We are also expected to follow all contract specifications and honor built-in client specifications at all times.

In addition to holding ourselves accountable for quality goods and services, we must also hold our suppliers and other business partners accountable to ensure the quality of the products and services they provide to us.

Seeking Business Openly and Honestly

Our actions in the marketplace define who we are as a Company. By competing on the quality of our goods and services, we uphold Honeywell's reputation. We will never seek to limit the competitive opportunities of our rivals in deceitful or fraudulent ways.

Integrity in Action

Q: *Min learns of a potential problem discovered during routine production line testing. The extent to which the problem could affect product safety is unknown at this time, and Min isn't sure what to do. Should Min speak up about this, even if she doesn't know all the details?*

A: *Yes. Producing and selling potentially unsafe products could result in customer and employee injury. Min should report the problem immediately, even if she isn't sure how production will be affected. Min should make her supervisor, quality assurance contact or health and safety representative aware of the issue as soon as possible. If Min believes her concerns are not being adequately considered, she should consider raising them to the Law Department or via the Helpline, as discussed in "Asking for Advice and Voicing Concerns."*

In addition, we never take advantage of anyone through unfair dealing practices. This means that we are careful not to misrepresent the quality, features or availability of our products or services. In addition, we do not disparage or make untrue statements about our competitors' products or services. We seek to win business based on the quality of our products and our people, not through any improper means.

Integrity in Action

Q: *Thomas works closely with third-party distributors who resell Honeywell products. A company interested in distributing Honeywell products approaches Thomas and offers to pay for his daughter's private school tuition in exchange for exclusive right to resell Honeywell's products in a specific sales region. What should Thomas do?*

A: *Thomas should end the discussion immediately and report the matter to the Law Department. Honeywell will not tolerate the solicitation or receipt of improper kickbacks in exchange for awarding contracts.*

Q: *Charlene is concerned that Honeywell will likely lose a big contract if she doesn't pay a local official a bribe. What should Charlene do?*

A: *Charlene should not pay a bribe or take any actions that could give the appearance that Honeywell will condone the payment of bribes to win a contract. No contract is worth violating the law or our standards of business integrity. The potential long-term damage to Honeywell's reputation and credibility more than offsets the short-term gain of winning the contract.*

No Commercial Bribery and No Improper Payments to Government Officials

We may not solicit, give or receive commercial bribes or unlawful kickbacks. We should also be careful to avoid even the appearance of such improper conduct. "Commercial bribery" generally includes any situation where a Honeywell employee or someone acting on Honeywell's behalf offers or gives something of value with the intent to improperly influence a business action or decision. Unlawful "kickbacks" generally include any situation where an employee receives an improper personal benefit in exchange for taking or refraining from taking an action on behalf of Honeywell. Honeywell will not tolerate commercial bribery or unlawful kickbacks, whether it is done directly or through a third party.

In addition to avoiding commercial bribery and unlawful kickbacks, we comply with all applicable anticorruption laws regarding improper payments to government officials. "Improper payments" include both direct and indirect payments or an offer, promise or authorization of a payment or anything of value to a government official for purposes of improperly influencing government acts or decisions in order to obtain or retain business or otherwise secure a business advantage. Note that improper payments can take the form of cash, gifts or lavish entertainment.

"Government officials" include officials of government entities, international organizations and political parties, employees of state-

owned companies, and even employees of government-owned or -controlled companies and joint venture partners.

Honeywell prohibits improper payments to government officials. It is important to remember that engaging in bribery, or even appearing to engage in such activity, can expose you and Honeywell to criminal liability.

Never retain a third party to make an improper payment to a government official or enter into any transaction where you suspect a third party is making such payments. Doing so violates our Code and anticorruption laws. We must carefully screen all third parties using our due diligence procedures before retaining them.

For more information, please see our *Anticorruption* policy.

For more information related to non-government persons or entities, see the “Gifts and Business Entertainment” section of our Code.

Compliance with International Competition Laws

Fair competition creates a healthy marketplace. It ensures our clients the best and most innovative products and services at the lowest prices. In order for Honeywell to compete lawfully and with integrity, we must comply with the competition laws in place in the countries where we do business. If competition laws apply to your job function, you must know and follow them at all times.

Integrity in Action

Q: *Geri and Carol work together in Honeywell's buying group. Carol overhears a phone conversation between Geri and a potential supplier to Honeywell. Over the course of the call, it becomes clear that Geri plans to award a large contract to this supplier, even though the supplier's proposal does not offer Honeywell the best overall value. It also becomes clear that she's going to get a large sum of money in return. What should Carol do?*

A: *Carol should report what she heard to the Law Department immediately. It would appear that Geri is accepting a kickback from this supplier, which is illegal and can have severe consequences for the individuals involved, the supplier and Honeywell.*

Integrity in Action

Q: *Alejandro has a good friend who works for a Honeywell competitor. While at lunch one afternoon, his friend reveals her company's intent to raise prices on products in direct competition with his own. Alejandro says nothing in response to this, but feels this information could be important for Honeywell to use in making future business decisions. What should he do?*

A: *Alejandro should end the conversation immediately and provide a written summary of the incident to the Law Department. Engaging in discussions and acting on nonpublic information such as pricing could create the impression of an illegal collaboration between Honeywell and a competitor, which could have serious consequences for both companies and the individuals involved.*

Competition laws are often complex, and generally forbid discussing any topics with competitors that may restrain trade. Such topics include (but are not limited to) price fixing, bid rigging, or dividing or allocating markets, territories or clients. You should not discuss any of these topics with a competitor and if a competitor attempts to discuss any of these topics with you, you must stop the conversation immediately. Then, you should

report the incident to your local supervisor, who will work with you in consultation with our Legal Department. If you are attending a trade association meeting—or a social event, for example—exercise particular caution during discussions with competitors.

In addition, competition laws prohibit formal or informal agreements with suppliers, distributors or clients that may restrict competition. Such agreements may include tying products, fixing resale prices or refusing to sell to particular clients or buy from particular suppliers.

Through our work, we may obtain competitor information from our customers or other public sources. We must be particularly careful to handle this information in accordance with Company policy.

Please note that violating these laws may subject both the individuals involved and our Company to severe consequences.

For more information, see our *Antitrust Compliance* policy. If you have any additional questions, seek guidance from our Legal Department before acting.

Following Accurate Billing Procedures

Our reputation in the marketplace is a critical company asset. For that reason, we reflect accurately on all invoices to customers the sale price or cost of goods or services sold and other

terms of sale. We each have a responsibility to maintain accurate and complete records in order to allow Honeywell to uphold this commitment. Never falsify any record – time card, expense report, sales numbers, test or quality records, or any other kind of record created during the course of your work for our Company – or make misleading or artificial entries on Honeywell's books or records.

Respecting Customer Property

At times, our customers may share their confidential information with us so that we may provide them with products and services. It is our responsibility to use, store and carefully safeguard any such information in a manner that complies with all applicable laws. We



each must take the necessary steps to secure this information and ensure it is used only for approved business purposes.

Interacting with Government Customers

For some of us, our work involves contracts with government entities, including government-owned or -controlled companies. In these cases, we have a duty to know and follow applicable Company policies and the established laws, rules and regulations that govern our interactions with government customers. It is important to note that these rules may be more strict and complex than those governing our dealings with commercial clients.





We must always conduct ourselves with honesty and integrity when attempting to win government work. This means, in part, that:

- We may not take actions that would give Honeywell an unfair competitive advantage, such as obtaining or using sensitive procurement information
- All representations we make, including pricing and bids, must be accurate and complete
- We must never offer, solicit, promise, give or accept any form of bribe or kickback to or from an actual or potential government customer
- We must never solicit or accept any form of bribe or gift from a supplier in exchange for favorable treatment in the award or performance of a government contract
- We must ensure we only use reputable consultants, sales agents or other professional service independent contractors for legitimate legal purposes

For more information see the “No Commercial Bribery and No Improper Payments to Government Officials” section of our Code and our *Business Courtesies for U.S. Government Officials, Government Relations and Anticorruption* policies.

All statements and records that we provide to government customers (including facility and quality reports and cost and pricing data) must be accurate. We must record our time accurately and identify and assign our time only to projects

on which we work. In addition, we must take care to avoid mischarging any costs. We must follow all contract terms and may never use government property, equipment or supplies in a manner that would be inconsistent with applicable law or contractual agreements.

We must follow all applicable rules and regulations that govern how we engage current or former government employees in discussions about potential job opportunities at Honeywell. We are each responsible for avoiding these types of conflicts of interest. Contacting or engaging in employment-related discussions with current or former government employees is subject to unique rules and procedures. These rules may also restrict the work that former government employees perform on our Company's behalf.

Please refer to our *Hiring or Engaging Former Government Employees* policy.

We are also expected to safeguard classified and other sensitive information we acquire in connection with the work we do for our government clients. As required by the terms of our government contracts and other applicable regulations, we make this information available only to those who have a business need to know it and who have obtained the appropriate government clearance or other approvals. We must not share, distribute or disclose classified or otherwise sensitive government information in a manner that would violate the terms of our government contracts.



ONE HONEYWELL

HOW WE TREAT OUR SUPPLIERS

Honeywell's suppliers are our partners in our ongoing drive for customer satisfaction. The high caliber of the materials, goods and services they provide is linked directly to the quality, reliability, value and prompt delivery of Honeywell products to our customers.

Seeking Long-Term Supplier Relationships

Together, we strive to build long-term relationships with our suppliers. We use only legitimate, business-related criteria when choosing suppliers. Our Company will enter into representation or supplier agreements only with companies believed to have demonstrated a record of and commitment to integrity. In addition, we never take unfair advantage of our suppliers through abuse of confidential information, misrepresentation of material facts or any other unfair dealing practice.

At Honeywell, we allow suppliers to compete fairly on the quality of their products and services. We will not be influenced by gifts or favors of any kind from our suppliers or potential suppliers. An occasional meal or entertainment in the normal course of business relations may be permissible, as long as:

- The representative of the supplier is in attendance
- Such hospitality is not excessive or unusual in nature
- The hospitality complies with applicable laws and is not otherwise prohibited by this Code

In addition, when practical, hospitality should be reciprocated.

For more information, see the “Gifts and Business Entertainment” and “Interacting with Government Customers” sections of our Code.

Protecting Supplier Assets

We treat supplier confidential information with the same care as we treat Honeywell confidential information. We will not reproduce software provided to us by a supplier, nor will we incorporate it in to our own internally developed software unless we are expressly permitted to do so by license.



ONE HONEYWELL

HOW WE TREAT OUR SHARE- HOLDERS

At Honeywell, we strive every day to build value for the shareholders who have placed their trust in our Company and in each of us. To achieve this goal and create growth opportunities for our shareholders, we must do business with transparency and integrity.

Honest and Accurate Books and Records

Our shareholders rely on us to maintain accurate and complete books and records. These documents form the basis for all of our public disclosures and filings, which aim to give our shareholders and the public an accurate view of our Company's operations and financial standing. In addition, Honeywell uses these documents to analyze Company operations and make important business decisions.

We have a duty and a legal obligation to make sure that the information we submit in all Company records is complete, accurate and understandable. This includes, but is not limited to, all of the information we provide in the following records:

- Accounting and financial records
- Payroll documents
- Timecards and time recording systems
- Travel and expense reports
- Measurement, product testing and performance records
- Customer and supplier records
- Design and engineering records
- Export and import declarations and records

Honest and accurate books and records play a significant role in our Company's reputation. As such, we must ***never*** make a false representation in Company documents.

Our Company's transactions will be executed only in accordance with management's general or specific authorizations. See our *Delegation of Authority* policy and *Schedule of Executive Approvals* for more information.

Financial Disclosures and Fraud

Those of us with finance and accounting responsibilities have a special duty to ensure that our Company's financial statements are true and fair. Since Honeywell is a U.S.-based public company, we must submit various financial reporting and other filings to U.S. regulatory authorities. It is critical that these documents are accurate and timely. Therefore, if you have related responsibilities, you must comply with the legal and regulatory requirements that govern these reports. You must also know and follow Honeywell's internal controls that govern the same. Inaccurate, incomplete or untimely records or reporting may result in legal liability for those involved.

Anyone found to have engaged in financial fraud will be subject to disciplinary action and could face substantial civil and criminal liability. You must report any suspected accounting or auditing irregularities immediately. Honeywell will not tolerate retaliation against you for disclosing, in good faith, questionable or improper accounting or financial matters.

Audits and Investigations

We all share a responsibility to cooperate with external and internal audits and investigations. This means we must provide auditors and investigators the information to which they are entitled, and maintain the confidentiality of the investigation. In addition, we may never attempt to interfere with or improperly influence their review. Refusal to cooperate with an internal Honeywell or government investigation may result in disciplinary action. If you have any questions about what information an auditor or investigator is requesting and entitled to obtain, consult with the Law Department or Corporate Audit. If a governmental investigation occurs, management must contact the Law Department as soon as possible before proceeding.

Records Management

It is our shared responsibility to retain Honeywell business records as long as needed for business purposes or longer, if required by tax, regulatory or other standards. In addition, we need to know when and how to destroy these business records. Follow all rules set forth in our *Records*

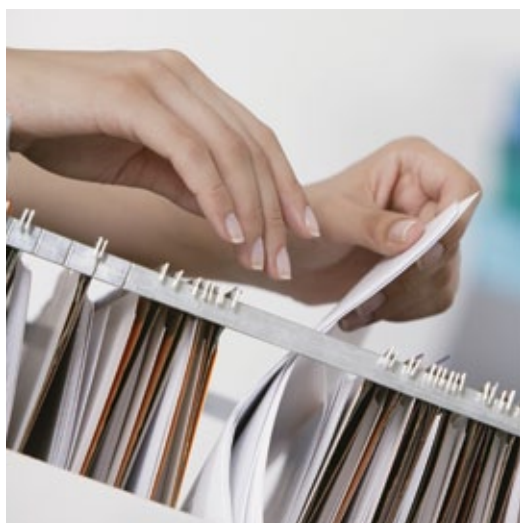
Management policy. The *Records Management* policy includes the Records Retention Schedule, which provides guidance regarding the length of time various records should be retained. Honeywell encourages employees to review their records on a regular basis and to purge old documents in accordance with the Records Management policy.

If you know that documents in your control may be relevant to a lawsuit or government investigation, do not alter, conceal or destroy them. In some cases, the Law Department may instruct you to preserve certain documents that might otherwise be destroyed under Honeywell's Records Management policy. In such cases, you should follow the instructions provided by the Law Department.

Inquiries from the Media and Analysts

We strive to provide clear and accurate information to the media, financial analysts and the general public. This helps us maintain integrity in our relationships with our external stakeholders, which in turn strengthens our corporate reputation. Since accurate information is so crucial, only certain individuals may communicate with the media and financial analysts. If you receive a request for information from the media, forward it to Corporate Communications. If you receive a request from an analyst or member of the investment community, forward it to Investor Relations.

See our *External Communications* policy for more information.





ONE HONEYWELL

HOW WE
TREAT OUR
COMMUNITIES
AND OUR
WORLD

In order to grow as a Company, we must work to have a positive impact on the communities that sustain us. We must work to respect and protect not only the communities where we live and work, but also our planet and its inhabitants.

Protecting the Environment

We are committed to health, safety and the environment, and to creating Sustainable Opportunity everywhere we operate. As part of this commitment:

- We minimize the environmental footprint of our operations through prevention of illness, injury and pollution.
- We actively promote and develop opportunities for expanding sustainable capacity by increasing fuel efficiency, improving security and safety, and reducing emissions of harmful pollutants.
- We are committed to compliance with all of our health, safety, environmental and legal requirements everywhere we operate.
- Our commitment to health, safety and the environment is an integral aspect of our design of products, processes and services, and of the lifecycle management of our products.
- Our management systems apply a global standard that provides protection of both human health and the environment during normal and emergency situations.
- We identify, control and endeavor to reduce emissions, waste and inefficient use of resources and energy.
- We are open with stakeholders and work within our communities to advance laws, regulation and practices that safeguard the public.
- We abide by our Company's own strict standards in cases where local laws are less stringent.
- Our senior leadership and individual employees are accountable for their role in meeting our commitments.
- We measure and periodically review our progress and strive for continuous improvement.

If you have a concern about workplace health, safety or environment, please contact your local supervisor, a member of the Health, Safety and Environment function or visit the *HSE website*: <http://inside.honeywell.com/hser>.

Respecting Human Rights

Our Code, along with other Honeywell policies, establishes practices and standards that address a broad range of human rights and workplace issues. Honeywell respects and values the diversity reflected in our various backgrounds, experiences and ideas. Together,

we provide each other an inclusive work environment that fosters respect for all of our coworkers and business partners. Refer to the section titled “Respecting Each Other and Promoting a Positive Workplace” for more information.

Our Company does not condone or employ child labor. At Honeywell, we will not employ anyone under the age of sixteen, even if authorized by local law. If local law is stricter than Company policy, we will comply with that law.

In addition, we will never use forced, indentured or involuntary labor in any of our operations. As part of our commitment to our communities and our world, Honeywell will not tolerate any instances of human trafficking or other forced labor. We will also never conduct business with any third parties who engage in human trafficking or forced labor.

Making Political and Charitable Contributions

Our Company understands the many ways in which the political process enriches our communities. Freedom of belief and conscience are fundamental rights, and we are free to communicate our opinions verbally, in writing or in graphical form without threat of censorship. However, when we participate in such activities, we should do so on our own time, at our own expense and ensure that our activities do not conflict with the Code.

We should not use Honeywell property for personal political activities. In addition, we should never engage in any political activities on Honeywell’s behalf, unless authorized by the Government Relations function. Never coerce a coworker, especially those with whom you have a reporting relationship, to support your particular causes.

As interested citizens, Honeywell employees are free to make individual personal contributions to candidates of their choice. Employees who are U.S. citizens or who are U.S.-based permanent residents are eligible to participate in the Honeywell International Political Action Committee (HIPAC) provided they meet certain legal requirements. To determine if you are eligible to participate in the HIPAC, contact the Honeywell Government Relations Department or the general counsel of your business unit.

Lobbying activities are highly regulated. Therefore, we may not make any contacts with government officials in an attempt to influence legislation, regulation, policy or other governmental actions on Honeywell’s behalf without authorization from the Government Relations function. For more information, please see our *Government Relations* policy.

Honeywell is committed to social responsibility in every step of the Company’s activities. Oftentimes, our Company will support charitable activities in our local communities. Honeywell may engage in such charitable activities, so long

as both the charity and the activity have been approved by management, the Law Department or Honeywell Hometown Solutions.

You may not send emails in an attempt to raise money for an unapproved charity or any other fundraiser on Honeywell's network. In addition, you may not use Honeywell assets, including Company time, for personal charitable pursuits.

Complying with International Trade Controls

Honeywell is committed to compliance with all applicable trade laws. This includes import and export control laws, as well as regulations in the countries where our Company does business.

Export control laws govern the transfer of goods, services and technology to another country. Note that export controls govern many types of exchanges of information across national borders, including email transmissions and web access to different servers that could contain export controlled technical data. The U.S. also controls the transmission of certain export-controlled technical data to non-U.S.-persons within the United States.

Import laws and regulations govern the importation of goods. Such laws ensure only admissible goods enter into the importing country, and that the correct amount of duties and taxes are paid on those goods. Honeywell must maintain, among other things, accurate information on the commodity/nomenclature, commercial value and country of origin of all imported goods.

As Honeywell continues to expand globally, those of us who deal with the importation of goods and export-controlled items, technology and services have an obligation to understand and comply with applicable regulations. This includes import and export laws, technology control plans, the conditions and provisos of export license authorizations that may apply to their business or facility and Honeywell's *International Trade Compliance* policy.

A large, three-dimensional sign for the Honeywell Global Headquarters. The sign is divided into three horizontal sections. The top section is red and features the word "Honeywell" in large, white, sans-serif capital letters. The middle section is black and features the words "Global Headquarters" in white, sans-serif capital letters. The bottom section is also black and features the number "101" in white, sans-serif capital letters. The sign is set against a background of greenery and a clear sky.

Honeywell

Global Headquarters

101

WAIVERS OF OUR CODE

In extremely limited circumstances, Honeywell may find it appropriate to waive a provision of our Code. Approval of any action not compliant with this Code must be sought in advance and may be granted only by the Chief Executive Officer or General Counsel of Honeywell. All waivers for members of the Board of Directors or for executive officers of Honeywell require

the pre-approval of the Board of Directors (or a subcommittee thereof) and will be promptly disclosed when required by regulation or law. When a waiver is granted, the Board or responsible Committee shall ensure that appropriate controls are in place to protect the Company and its shareowners.



Honeywell International

115 Tabor Road

Morris Plains, NJ 07950

honeywell.com

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