

RTX CORPORATION
CORPORATE GOVERNANCE GUIDELINES

APRIL 30, 2026

A. FUNCTIONING OF THE BOARD

1. Size of the Board

The Bylaws of RTX Corporation (the “Company” or “RTX”) provide for a board of 8 to 19 members. Within this range, the Board of Directors of the Company (the “Board”) will determine the appropriate size of the Board from time to time based on existing conditions and circumstances.

2. Responsibilities of the Board of Directors

It is the responsibility of the directors to exercise their business judgment and to act in the best interests of the Company and its shareowners in overseeing the Company’s business and affairs. Board oversight will be provided in a number of areas, including the selection and evaluation of senior executive management, the review of business objectives and major strategies, oversight of significant risks, and the establishment of corporate governance practices. Each director will be available to devote the significant time required to attend Board meetings, review Board materials in advance of meetings and carry out their responsibilities as a director.

3. Election of Chair of the Board and Designation of the Independent Lead Director

As provided in the Company’s Bylaws, the Board shall annually elect one of its members to be Chair of the Board. Both independent and non-independent directors, including the Chief Executive Officer, are eligible to serve as Chair of the Board. In addition to responsibilities set forth elsewhere in these Corporate Governance Guidelines, the Chair presides over the Board and shareowner meetings.

If the Chair of the Board is not independent, the independent directors shall designate from among themselves a director to serve as Independent Lead Director. In addition to those set forth elsewhere in these Corporate Governance Guidelines, the responsibilities of the Independent Lead Director are set forth in Attachment A.

There is no fixed policy on whether the roles of Chair of the Board and Chief Executive Officer should be separate or combined. This decision will be made by the Board in the best interests of the Company and its shareowners considering the circumstances at the time.

4. Private Sessions of the Independent Directors

The independent directors shall meet in regularly scheduled private sessions without management. Other private sessions may be called by the Independent Lead Director, if deemed necessary. The Independent Lead Director will preside at such private sessions when present.

5. Board Self-Evaluation

The Board will conduct an annual self-evaluation of the performance of the full Board, the standing committees of the Board, and individual directors. The Committee on Governance and Public Policy (the “Governance Committee”) is responsible for and will oversee the design and conduct of the annual self-evaluation. The self-evaluation will focus on the Board’s effectiveness and inform

the Board's consideration of (i) Board roles, (ii) succession planning, (iii) refreshment objectives, and (iv) opportunities to increase the effectiveness of the Board. The self-evaluation process will be jointly led by the Independent Lead Director and the chair of the Governance Committee. The Board will assess whether there are any opportunities for improvement in performance as a result of these evaluations.

Each of the standing committees of the Board will undertake an evaluation of the effectiveness of their respective committees and report to the Board annually on the committee's self-evaluation of its own performance.

6. Board Interaction with Stakeholders

Management is responsible for establishing effective communications with shareowners, customers, employees, governments, the press and other stakeholders. After consultation with management, individual directors may on occasion meet with representatives of stakeholders having an interest in the Company, and the Independent Lead Director shall be available for consultation and communication with major shareowners of the Company, as appropriate.

B. BOARD MEMBERSHIP

1. Criteria for Board Membership

The Governance Committee periodically reviews and recommends for approval by the Board criteria for membership on the Board and the skills and characteristics required of Board members. The Board's current policy is that candidates for the Board should have: (i) objectivity and independence in making informed business decisions; (ii) relevant extensive knowledge, experience and judgment; (iii) the highest integrity; (iv) loyalty to the interests of the Company and its shareowners; (v) a willingness to devote the extensive time necessary to fulfill a director's duties; (vi) the ability to contribute to the diversity of perspectives present in board deliberations; and (vii) an appreciation of the role of the corporation in society.

The Board has delegated the screening and evaluation process for director candidates to the Governance Committee. Director candidates who are nominated by the Committee with the concurrence of the Board receive an invitation to join the Board issued by the Chair of the Board on behalf of the full Board.

2. Stock Ownership and Board Compensation

Each member of the Board should be a long-term Company shareowner or holder of Company stock units. Toward that end, a majority of each non-management director's annual retainer is paid in Company stock units.

To further encourage the alignment of management and shareowner interests, the Board will, from time to time, adopt stock ownership requirements for non-management directors and the Company's Executive Leadership Group. The Chief Executive Officer is currently required to own shares of the Company's Common Stock, tax deferred stock units or other share equivalents having a value equal to at least six times base salary within five years of attaining that position. Non-employee members of the Board are required to own shares of the Company's Common Stock, tax deferred stock units or other share equivalents having a value equal to at least five times the then applicable base annual cash retainer within five years of joining the Board.

3. Independence of Directors

It is Board policy that a substantial majority of the directors shall be independent, in accordance with the requirements of applicable law and the listing standards of the New York Stock Exchange (“NYSE”). No director shall qualify as “independent” for purposes of the NYSE independence standards unless the Board affirmatively determines on an annual basis that the director has no material relationship with the Company.

The Board has adopted the following guidelines to assist in assessing director independence and may revise them from time to time as it deems appropriate, subject to applicable NYSE listing requirements or any other applicable legal, regulatory or stock exchange requirement. A director is considered independent if the Board makes an affirmative determination, after consideration of all relevant facts and circumstances, that the director does not have a direct or indirect material relationship with the Company, other than as a director. When assessing the materiality of a director’s relationship with RTX, the Board will consider the issue from the director’s standpoint and from that of persons or organizations with which the director has an affiliation.

A director will not be considered independent if:

- A.** The director is, or has been within the last three years, an employee of RTX, or an immediate family member is, or has been within the last three years, an executive officer of RTX.
- B.** The director or an immediate family member has received more than \$120,000 in direct compensation from RTX (other than (i) director and committee fees and (ii) pension or other forms of deferred compensation for prior service provided that such pension or other deferred compensation is not contingent in any way on continued service with RTX) during any 12-month period within the last three years. Compensation received by an immediate family member for service as an employee of RTX (other than an executive officer) is not considered in determining independence.
- C.** The director or an immediate family member is a current partner of a firm that is RTX’s internal or external auditor; the director is a current employee of such a firm; the director has an immediate family member who is a current employee of such a firm and personally works on RTX’s audit; or the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on RTX’s audit within that time.
- D.** The director or an immediate family member is, or within the last three years has been, an executive officer of another company where any of RTX’s current executive officers serve or served on that company’s compensation committee.
- E.** The director is a current employee, or an immediate family member is a current executive officer, of an organization that has made payments to, or received payments from RTX for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of that organization’s consolidated gross revenues.

For purposes of determining director independence, the term “immediate family member” means the director’s spouse, parent, stepparent, child, stepchild, sibling, mother and father-in-law, son and daughter-in-law, brother and sister-in-law, and anyone (other than a domestic employee or tenant) who shares the director’s home. The term “executive officer” has the same meaning as the term “officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934.

Audit Committee members must also satisfy the requirements of Rule 10A-(m)(3) under the

Securities Exchange Act of 1934 and the related NYSE listing rules. Members of the Human Capital and Compensation Committee must also satisfy the requirements of a “Non-Employee Director” under Rule 16b-3 of the Securities Exchange Act of 1934, of an “outside director” under Section 162(m) of the Internal Revenue Code of 1986, and the related NYSE listing rules.

4. Conflicts of Interest

Directors must be loyal to and act in the best interests of the Company and its shareowners. Directors must avoid conflicts of interest and any appearance thereof, as defined by applicable laws and as set forth in the Company’s Code of Conduct.

Prior to beginning service as a director, each new director will disclose all situations that could reasonably represent a conflict of interest by providing relevant financial and other information to the Company. The Company will provide a questionnaire intended to facilitate this process. All directors will update this information as changes occur.

Annually, the Company will survey its directors to affirm compliance with the Company’s Code of Conduct and to ensure that matters are reported publicly as required by applicable laws. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chair of the Governance Committee. The Governance Committee shall resolve all actual conflicts of interest, as appropriate and consistent with the best interests of the Company and its shareowners. If a significant conflict exists and cannot be resolved, the director must resign. All directors will seek to avoid the appearance of a conflict of interest and will recuse themselves from any discussion or decision affecting their personal, business or professional interests..

Any waiver with respect to a conflict of interest for a director or executive officer must be approved by the Governance Committee or the Board.

5. Related Person Transactions

Item 404 of Regulation S-K of the rules of the Securities and Exchange Commission (“SEC”) requires public disclosure of certain transactions in which RTX is a participant and a related person has a direct or indirect material interest (each such transaction required to be disclosed, a “Related Person Transaction”). All Related Person Transactions required to be disclosed in RTX’s filings with the SEC shall be disclosed in accordance with applicable law. To this end, the Board has adopted the following procedures for the identification, review and approval of Related Person Transactions. For purposes of this approval procedure, the terms “immediate family member”, “related person” and “transaction” have the meanings ascribed to them by Item 404 of Regulation S-K.

A. Review and Approval Procedures

Whether a potential transaction is a Related Person Transaction requires consideration of all of the relevant facts and circumstances, including potentially complex analysis of the materiality of the potential transaction under applicable law. Therefore, directors, executive officers and other RTX leaders must not make their own judgments regarding whether potential transactions are Related Person Transactions. These guidelines require all potential transactions that may be Related Person Transactions to be reported to the Corporate Secretary for review and, if appropriate, the Governance Committee for approval, in accordance with the following procedures.

1. Each director, director nominee and executive officer shall promptly notify the Corporate Secretary of any proposed transaction (including any related series of transactions) in which (1) the amount involved exceeds \$120,000, (2) RTX or any of its subsidiaries is a

participant, and (3) such person or such person's immediate family member had, has or will have a direct or indirect interest, whether or not such interest is material (a "Potential RPT"). In addition, each business unit and corporate function of RTX shall promptly notify the Corporate Secretary of each Potential RPT with any person (or immediate family member of such person, if applicable) known to RTX to be the beneficial owner of more than five percent (5%) of any class of RTX equity securities. Each notice shall state:

- a. The name of the related person;
 - b. The related person's relationship to RTX and interest in the Potential RPT;
 - c. The related person's position, relationship or ownership in an entity that is a party to, or has an interest in, the Potential RPT;
 - d. The benefit to RTX of the Potential RPT;
 - e. The benefit to the related person of the Potential RPT;
 - f. The identities of all participants in the Potential RPT;
 - g. The material terms of the Potential RPT;
 - h. The approximate dollar value of the Potential RPT and the approximate dollar value of the related person's interest in the Potential RPT; and
 - i. Any other information regarding the Potential RPT or the related person in the context of the Potential RPT that may be material to investors.
2. Once the Corporate Secretary is notified or otherwise becomes aware of a Potential RPT, the following shall occur before the Potential RPT is consummated:
- a. The Corporate Secretary will determine whether the Potential RPT is a Related Person Transaction. The Corporate Secretary shall also consult with the Chief Compliance Officer to determine whether any Related Person Transaction raises any issues under the RTX Code of Conduct.
 - b. If the Corporate Secretary concludes that the Potential RPT is a Related Person Transaction and the Corporate Secretary and the Chief Compliance Officer conclude that it would be appropriate for the potential RPT to proceed, the Potential RPT shall be submitted to the Governance Committee for consideration at the next Governance Committee meeting or, when it is not practicable to wait until the next Governance Committee meeting, to the Chair of the Governance Committee (who is hereby delegated authority to act between Governance Committee meetings for Related Person Transactions involving less than \$1 million). If the Chair of the Governance Committee or his or her Immediate Family Member is the subject related person, such transaction may be reviewed and approved by the non-executive Chair of the Board or the Independent Lead Director (who are hereby delegated authority to act between Governance Committee meetings for Related Person Transactions involving less than \$1 million), as applicable.
 - c. The Governance Committee, the Chair of the Governance Committee, the non-executive Chair of the Board or the Independent Lead Director, as applicable, shall

consider all of the relevant facts and circumstances, including, among other things, the materiality of the Potential RPT, an actual or perceived conflict of interest, the extent of the related person's interest in the transaction, applicable corporation and fiduciary obligation laws and rules and applicable disclosure standards, and shall review the Potential RPT in accordance with these procedures. The Governance Committee (or the Chair of the Governance Committee, non-executive Chair of the Board or Independent Lead Director, as applicable) shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of RTX and its shareowners, as determined in their business judgment. The Governance Committee (or the Chair of the Governance Committee, non-executive Chair of the Board or Independent Lead Director, as applicable) shall not be required to obtain a fairness opinion or other third party analysis to support its judgement regarding a Related Person Transaction. No director or executive officer shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such person or any of their immediate family members is the related person. If the Potential RPT is not approved in accordance with the procedures set forth above, the related person may not pursue the Potential RPT.

- d. The following shall occur upon the Corporate Secretary becoming aware that RTX or one of its subsidiaries has entered into a Related Person Transaction that was not approved by the Governance Committee, the Chair of the Governance Committee, the non-executive Chair of the Board or the Independent Lead Director, as applicable:
 - 1. The Related Person Transaction shall be submitted to the Governance Committee for review as promptly as is reasonably practicable. The Governance Committee shall consider all of the relevant facts and circumstances (as described in 2.c. above), shall evaluate the available options, including but not limited to rescission, ratification, amendment or termination of the Related Person Transaction, and shall take such actions as the Governance Committee deems are in, or are not inconsistent with, the best interests of RTX and its shareowners, as determined in their business judgment.
 - 2. The Governance Committee shall also examine the facts and circumstances pertaining to the failure of such Related Person Transaction to have been presented to the Governance Committee, the Chair of the Governance Committee, the non-executive Chair of the Board or the Independent Lead Director, as applicable, prior to its consummation, and shall take such actions as the Governance Committee deems are in, or are not inconsistent with, the best interests of RTX and its shareowners, as determined in their business judgment.
- e. The Chair of the Governance Committee, the non-executive Chair of the Board or the Independent Lead Director, as applicable, shall report to the Governance Committee at the next Governance Committee meeting any Related Person Transaction approval granted pursuant to the authority delegated to them in these guidelines by the Board.
- f. Material amendments or modifications to any Related Person Transaction previously approved or ratified by the Governance Committee (or the Chair of the Governance Committee, non-executive Chair of the Board or Independent Lead Director, as applicable) shall require the approval or ratification of the Governance Committee (or the Chair of the Governance Committee, non-executive Chair of the Board or Independent Lead Director, as applicable).

- g. The Governance Committee on at least an annual basis, shall review and assess each ongoing Related Person Transaction to determine whether such Related Person Transaction remains appropriate.
- h. This approval procedure is supplemental to, and is not intended to replace or supersede, any other policies or procedures of RTX.

B. Preapproved Transactions

In the event that any of the transactions listed below are determined by the Corporate Secretary to be Related Person Transactions, the Board has determined that each such transaction is preapproved and does not require review or approval by the Governance Committee or any other RTX director. A summary of each such transaction determined to be a Related Person Transaction by the Corporate Secretary shall be provided to the Governance Committee annually for its review.

1. Any transaction with another organization at which a related person's only relationship is as an employee of the organization who is not an executive officer of the organization; provided the amount involved does not exceed the greater of \$1 million or 2% of such organization's annual consolidated gross revenues.
2. Any transaction with another organization at which a related person's only relationship is as an employee of the organization; provided (i) such related person is only a related person because they are an immediate family member of another related person and (ii) the amount involved does not exceed the greater of \$1 million or 2% of such organization's annual consolidated gross revenues.
3. Any charitable contribution, grant or endowment to or transaction with a charitable or non-profit organization (including foundations and universities) at which a related person's only relationship to the organization is as an employee, executive officer, director, volunteer or trustee; provided the aggregate amount involved does not exceed the greater of \$1 million or 2% of the charitable or non-profit organization's annual consolidated gross revenues.

C. Hiring Immediate Family Members

RTX and each of its affiliates may employ a related person who possesses the requisite skills and qualifications, consistent with RTX's policies and practices for employing a non-related person in a similar position; provided that such employment arrangement has been approved by the Chief Human Resources Officer and the Chief Compliance Officer. The Governance Committee will review, on an annual basis, any such employment arrangement with each immediate family member of a related person whose aggregate compensation paid by RTX (including base salary, bonus, and any equity compensation) in the prior calendar year exceeds \$120,000.

6. Director Orientation and Continuing Education

Each new director will participate in an orientation program to familiarize the director with the roles and responsibilities of the Board and its committees. The orientation program will also include reviews of the Company's: (i) business units, operations and management; (ii) strategic plans; (iii) financial statements and significant financial, accounting and risk management issues; (iv) compliance programs and the Code of Conduct; and (v) the internal audit function and independent

auditors. The orientation will include meetings with key executives and, to the extent practical, visits to significant facilities and operations. The new director orientation program will also include reviews of specific topics based on each director's committee assignments.

Additional presentations and materials will be provided to the directors from time to time on an individual basis or collectively, as appropriate, to familiarize the directors with new developments, as necessary to allow them to carry out their responsibilities as Board and committee members. The Board will have the opportunity to conduct at least one annual on-site visit to a Company operating unit, familiarizing directors with the operations of that unit and facilitating direct interaction between directors and operating personnel as appropriate. Directors are also encouraged to attend outside continuing education programs for directors and will be reimbursed by the Company for the cost of such programs and related expenses. The Corporate Secretary will assist directors in identifying such programs.

7. Uncontested Director Elections

In an uncontested election of directors, any nominee for director who is an incumbent director and who receives a greater number of votes cast "against" than votes "for" his or her election will promptly tender his or her resignation to the Chair of the Governance Committee following certification of the shareowner vote. The Committee will promptly make a recommendation to the Board about whether to accept or reject the tendered resignation.

The Board will act on the Committee's recommendation no later than 90 days after the date of the shareowners' meeting. The Board will consider the Committee's recommendation and any additional information the Board believes to be relevant in deciding whether to accept the tendered resignation. The Company will promptly publicly disclose the Board's decision (providing an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.

To the extent that the Board accepts one or more directors' resignations, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. The Board will consider the Committee's recommendation and any additional information the Board believes to be relevant in deciding whether to fill such vacancy or vacancies and/or to reduce the size of the Board.

Any director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding the tendered resignation. If a majority of the members of the Committee receive a majority vote "against" in the same election, then the independent directors who did not receive a majority vote "against" will appoint a Board committee amongst themselves solely to consider the tendered resignations and to recommend to the participating eligible Board members whether to accept or reject each resignation.

8. Change in Primary Responsibilities/Outside Board Memberships

If a director's principal employment or principal responsibilities outside of the Company change substantially, the director will offer to resign from the Board. The Governance Committee will recommend to the Board whether the resignation should be accepted.

The number of public company boards on which a director may serve, including the Company Board, is limited to (a) four in the case of a director who is not also an executive officer of a public company and (b) two in the case of a director who is an executive officer of a public company (including the board of the company at which the director is employed). The latter limitation also

applies to the Company's Chief Executive Officer. Members of the Audit Committee shall not serve on more than three audit committees of public companies (including the Audit Committee of the Company).

Members of the Board will also notify the Chair of the Governance Committee and the General Counsel or the Corporate Secretary prior to joining the board of a public company, for-profit company, non-profit or other entity, or accepting an employment, consulting or advisory engagement, in order to permit a review of any relationship between the Company and such entity that may affect the independence of the director, require disclosure, conflict with legal requirements or raise other relevant issues. The Independent Lead Director and the Chair of the Governance Committee may approve any proposed directorship, service or engagement after appropriate consultation with the General Counsel.

In evaluating whether to approve any such directorship, service or engagement, the Governance Committee shall consider (a) whether any proposed or ongoing directorship, service or engagement would conflict with a Company policy or service on the Company's Board, (b) the impact on the time required for Company Board and committee attendance, preparation and participation, and (c) other factors it deems appropriate.

9. Board Membership of a Former Chief Executive Officer

If the Chief Executive Officer resigns that position and is also a member of the Board, he or she will offer to resign from the Board at the same time. A decision on whether to accept the resignation will be discussed by the Board and with the new Chief Executive Officer. This is a matter to be decided based on the facts and circumstances in each instance.

10. Term Limits/Retirement

The Governance Committee periodically reviews the composition and needs of the Board, including the continued tenure of directors. The Board seeks to ensure it has the appropriate attributes, experiences and perspectives to provide effective oversight. It uses its director evaluation process, among other considerations, to inform its decisions about director nomination and refreshment.

In addition, no director will be nominated for election to the Board after serving 15 annual terms or reaching age 75.

11. Confidentiality

The proceedings and deliberations of the Board are confidential. Each director shall maintain the confidentiality of these proceedings and deliberations. Each director shall also maintain the confidentiality of all proprietary, privileged or otherwise protected information obtained in connection with his or her service as a director and may use such information only for the purpose of his or her service as a director.

C. COMMITTEE ORGANIZATION

The Board has established the following standing committees to assist in the performance of the Board's duties: Audit, Finance, Governance and Public Policy, Human Capital and Compensation, and Special Activities. The Audit Committee, the Human Capital and Compensation Committees and the Governance Committee shall be composed solely of independent directors. The rotation of committee assignments is not mandated as a matter of policy. The Governance Committee periodically reviews committee structure and assignments and makes recommendations to the

Board. In formulating its recommendations to the Board on committee assignments, the Governance Committee shall consider, among other factors it deems appropriate, an objective of rotating committee chairs and members periodically. The Governance Committee shall also engage in committee leadership planning, including periodic review of individual director development in relation to the desired attributes and experience identified by the Governance Committee for the role of each committee chair. Subject to applicable legal and NYSE listing requirements, the Board may form new committees or disband existing committees depending upon its needs and circumstances.

D. BOARD AND COMMITTEE MEETINGS

1. Agendas and Schedules for Meetings

The Chair of the Board, in conjunction with the Chief Executive Officer, shall plan and approve the schedule and agenda for meetings of the Board to be held during the year. The Independent Lead Director shall then review and approve each Board meeting schedule and agenda. Agendas shall include key subjects to be presented and discussed during such meetings, as well as periodic reviews of long-term strategic objectives and management development plans.

The chair of each Board committee shall establish the agenda and determine the frequency and length of the respective committee meetings.

Directors are encouraged to suggest at any time agenda items for Board or committee meetings, to request additional meeting materials and to raise at any Board or committee meeting subjects not on the agenda for that meeting.

2. Board Materials and Presentations

The Chair of the Board, in conjunction with the Chief Executive Officer, shall guide management in preparing and shall approve information to be sent to the Board to support Board meetings. The Independent Lead Director shall review and, when appropriate, make changes to such information.

Consistent with the efficient use of time and resources and to the extent practicable, briefing materials and supporting data related to matters to be reviewed at planned meetings are distributed to directors sufficiently in advance of Board meetings to allow appropriate consideration. Management should exercise judgment as to materials appropriate for advance distribution.

Senior executives are encouraged to attend Board meetings, as appropriate, at the invitation of the Chief Executive Officer, the Board, the Chair and/or Independent Lead Director (as applicable).

Similarly, senior executives are encouraged to bring other executives to Board meetings or to other Board functions, as appropriate, who are high potential individuals who would benefit from exposure to the Board, or who are subject area experts who may contribute to the Board's discussions.

E. BOARD OVERSIGHT OF MANAGEMENT

1. Evaluation of Chief Executive Officer

The performance of the Chief Executive Officer is subject to ongoing evaluation by the Board. The Board's evaluation shall be communicated to the Chief Executive Officer annually by the Chair and the Independent Lead Director (if any), or by the Independent Lead Director, if the Chair is the

Chief Executive Officer. This annual evaluation is based on objective criteria, including performance of the business, accomplishment of long-term strategic objectives, development of management, and other more subjective criteria. The evaluation is used by the Human Capital and Compensation Committee in the course of its deliberations when considering the compensation of the Chief Executive Officer.

2. Board Access to Management and Advisors

Board members will have full access to all management and, as necessary and appropriate, independent advisors.

3. Management Development and Succession Planning

The Board reviews succession planning and management development on an annual basis. The Board also has available on a continuing basis the Chief Executive Officer's recommendations as to his or her successor should the Chief Executive Officer unexpectedly be unable to serve.

4. Shareowner Communications

Shareowners and other interested persons may send communications to the Board, the Chair of the Board or the Independent Lead Director (as applicable), or to one or more independent directors through the various methods provided on the Company's website. Communications relating to the Company's accounting, internal controls, auditing matters or business practices will be reviewed by the Company's Global Ethics and Compliance Office and reported to the Audit Committee in accordance with Section E.5 of these Corporate Governance Guidelines. All other communications will be reviewed by the Corporate Secretary and reported to the Board, as appropriate.

5. Audit Committee Communications

The Audit Committee has established and authorized the Chief Compliance Officer, to maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding: (i) accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by the Company's employees, shareowners and other interested persons of concerns regarding questionable accounting or auditing matters, and business practices. These complaints and concerns can be communicated to the Company through the various methods provided on the Company's website. The Chief Compliance Officer, will review and investigate, as appropriate, such complaints and concerns and report thereon to the Audit Committee on a regular basis.

6. Review of Government Relations and Political Action Committees

The Board shall review and monitor the Company's conduct of government relations activities, including the activities of any political action committees.

ATTACHMENT A

INDEPENDENT LEAD DIRECTOR RESPONSIBILITIES

- A. The Independent Lead Director shall collaborate and regularly communicate with the Chair of the Board and with the Chief Executive Officer in fulfilling his/her responsibilities relating to the management, development and effective functioning of the Board.
- B. The Independent Lead Director shall act in an advisory capacity to the Chair of the Board, the Chief Executive Officer, and to management in matters concerning the interests of the organization and the Board and relationships between management and the Board.
- C. Specific responsibilities of the Independent Lead Director shall include:
1. **Preside at Certain Meetings and Sessions**
 - a. Preside at all meetings of the full Board and the Executive Committee of the Board, if any, when the Chair is not present.
 - b. Preside at all private sessions of the independent directors and provide feedback regarding such sessions to the Chair of the Board and the Chief Executive Officer.
 2. **Call Certain Meetings and Sessions**
 - a. Have the authority to call private sessions of the independent directors or special meetings of the Board.
 3. **Perform other Corporate Governance Functions**
 - a. In conjunction with the Chair of the Board and the Chief Executive Officer, ensure that the respective responsibilities of the Board and management are understood, and that the boundaries between the Board's and management's responsibilities are respected.
 - b. At the request of the independent directors, serve as liaison on Board-wide issues between the independent directors and the Chair of the Board.
 - c. Collaborate with the Chair of the Board and the Chief Executive Officer to plan and organize the activities of the Board, including:
 1. Reviewing and approving agendas and schedules for meetings, as well as reviewing and making appropriate changes to information sent to the Board to support meetings, as contemplated by Sections D.1 and D.2 of these Corporate Governance Guidelines;
 2. Forming Committees and integrating their activities with the work of the Board;
 3. The ongoing formal and informal communication with and among directors;

4. Where Board functions have been delegated to committees, ensuring that the results and actions are reported to the Board;
5. Facilitating succession planning and management development as contemplated by Section E.3 of these Corporate Governance Guidelines;
6. As and when the Board considers adding new members, working with the Chair of the Board and the Chief Executive Officer, Governance Committee and the full Board to help identify and prioritize the specific skill sets, experience, and knowledge that candidates for election to the Board must possess;
7. Jointly leading with the chair of the Governance Committee the Board self-evaluation contemplated by Section A.6 of these Corporate Governance Guidelines, and working with the Governance Committee to address any issues that arise relating to the performance of individual directors;
8. Ensuring that ongoing evaluation and compensation of the Chief Executive Officer by the Board is conducted and communicated as contemplated by Section E.1 of these Corporate Governance Guidelines; and
9. Performing such other duties as the Board may determine from time to time.

4. Relations with Shareowners and other Stakeholders

- a. As contemplated by Section A.7 of these Corporate Governance Guidelines, at the request of management or major shareowners, meet, as a representative of the Board, on occasion with representatives of significant stakeholders having an interest in the Company, and ensure his/her availability for such occasions.

5. Authorize Retention of Outside Advisors and Consultants

- a. Authorize the retention of outside advisors and consultants who report directly to the Board on Board-wide issues.