



HONEYWELL INTERNATIONAL INC.

OFFERS TO PURCHASE FOR CASH

**Outstanding Securities Listed in Table 1 Below
for an Aggregate Purchase Price of up to \$3,750,000,000**

**Outstanding Securities Listed in Table 2 Below
for an Aggregate Purchase Price of up to €1,250,000,000**

THE TENDER OFFER FOR THE SECURITIES LISTED IN TABLE 1 BELOW (COLLECTIVELY, THE “DOLLAR SECURITIES”) AND THE TENDER OFFER FOR THE SECURITIES LISTED IN TABLE 2 BELOW (COLLECTIVELY, THE “EURO SECURITIES” AND, TOGETHER WITH THE DOLLAR SECURITIES, THE “SECURITIES”) WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON APRIL 7, 2026, UNLESS EXTENDED OR EARLIER TERMINATED BY US IN RESPECT OF A TENDER OFFER (SUCH DATE AND TIME, AS IT RELATES TO THE APPLICABLE TENDER OFFER, THE “EXPIRATION DATE”).

HOLDERS OF THE SECURITIES MUST VALIDLY TENDER AND NOT WITHDRAW THEIR SECURITIES AT OR PRIOR TO 5:00 P.M., NEW YORK CITY TIME, ON MARCH 19, 2026, UNLESS EXTENDED BY US IN RESPECT OF A TENDER OFFER (SUCH DATE AND TIME, AS IT RELATES TO THE APPLICABLE TENDER OFFER, THE “EARLY PARTICIPATION DATE”), IN ORDER TO RECEIVE THE APPLICABLE TOTAL CONSIDERATION (AS DEFINED BELOW), WHICH ALREADY INCLUDES THE APPLICABLE EARLY PARTICIPATION AMOUNT (AS DEFINED BELOW), FOR THEIR SECURITIES, TOGETHER WITH ANY ACCRUED INTEREST (AS DEFINED BELOW).

HOLDERS VALIDLY TENDERING SECURITIES AFTER THE APPLICABLE EARLY PARTICIPATION DATE BUT PRIOR TO THE APPLICABLE EXPIRATION DATE WILL ONLY BE ELIGIBLE TO RECEIVE THE APPLICABLE LATE TENDER OFFER CONSIDERATION (AS DEFINED BELOW), WHICH IS EQUAL TO THE APPLICABLE TOTAL CONSIDERATION LESS THE APPLICABLE EARLY PARTICIPATION AMOUNT, TOGETHER WITH ANY ACCRUED INTEREST. SECURITIES TENDERED MAY BE WITHDRAWN AT ANY TIME ON OR PRIOR TO 5:00 P.M., NEW YORK CITY TIME, ON MARCH 19, 2026, UNLESS EXTENDED BY US IN RESPECT OF A TENDER OFFER (SUCH DATE AND TIME, AS IT RELATES TO THE APPLICABLE TENDER OFFER, THE “WITHDRAWAL DATE”), BUT NOT THEREAFTER.

Honeywell International Inc. (“Honeywell,” the “Company,” “we,” “us,” and “our”), a Delaware corporation, hereby offers to purchase for cash the Securities issued by Honeywell (i) for up to a maximum aggregate purchase price to be paid for the Dollar Securities validly tendered (excluding Accrued Interest on such Dollar Securities) of up to \$3,750,000,000 (the “Dollar Total Maximum Amount” and such offer to purchase, the “Dollar Tender Offer”) and (ii) for up to a maximum aggregate purchase price to be paid for the Euro Securities validly tendered (excluding Accrued Interest on such Euro Securities) of up to €1,250,000,000 (the “Euro Total Maximum Amount” and, such offer to purchase, the “Euro Tender Offer” and, together with the Dollar Tender Offer, the “Tender Offers” and each, a “Tender Offer”).

The Tender Offers are made upon the terms and subject to the conditions set forth in this Offer to Purchase (as it may be amended or supplemented from time to time, this “Offer to Purchase”).

Subject to applicable law, we reserve the right, but are not obligated, in our sole and absolute discretion, to (i) increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount or (ii) decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount. Any such increase or decrease may be made on the basis of Securities validly tendered through the applicable Early Participation Date and promptly announced on the business day immediately following the applicable Early Participation Date. Any such increase or decrease may be made without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law. Securities validly tendered pursuant to the Tender Offers and accepted for purchase by Honeywell will be accepted for purchase based on the applicable acceptance priority levels set forth in the tables on the cover page of this Offer to Purchase (the “Acceptance Priority Levels”), subject to the limitation that the maximum aggregate purchase price to be paid for the Dollar Securities in the Dollar Tender Offer (excluding the accrued and unpaid interest on the Dollar Securities) will not exceed the Dollar Total Maximum Amount and the maximum aggregate purchase price to be paid for the Euro Securities in the Euro Tender Offer (excluding the accrued and unpaid interest on the Euro Securities) will not exceed the Euro Total Maximum Amount, and may be subject to proration, as described herein.

(cover page continues)

Each Tender Offer is subject to certain conditions, including the Financing Condition (as defined below under “The Tender Offer—Conditions to the Tender Offer—Financing Condition”). The Tender Offers are not conditioned on any minimum amount of Securities being tendered. Neither Tender Offer is conditioned on completion of the other, and each Tender Offer otherwise operates independently of the other Tender Offer. Subject to our right to terminate one or both of the Tender Offers, as described below, and subject to the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, the applicable Acceptance Priority Levels and proration, we will purchase the Securities that have been validly tendered (and not subsequently validly withdrawn) at or before the applicable Expiration Date, subject to all conditions to such Tender Offer having been satisfied or waived by us, promptly following the applicable Expiration Date (the date of such purchase, which is expected to be the second business day following the applicable Expiration Date, the “Final Payment Date”). We reserve the right, but are not obligated, in our sole and absolute discretion, to purchase the Securities that have been validly tendered at or before the applicable Early Participation Date, subject to all conditions to such Tender Offer having been satisfied or waived by us, following the applicable Early Participation Date but prior to the applicable Expiration Date (the date of such purchase, the “Early Payment Date” and together with the Final Payment Date, each a “Payment Date”).

We also reserve the right, in our sole and absolute discretion, subject to applicable law, to terminate one or both of the Tender Offers at any time prior to the applicable Expiration Date. Securities that are accepted in the Tender Offers will be purchased, retired and cancelled and will no longer remain outstanding obligations of Honeywell.

The “Total Consideration” payable for each series of Securities (as defined below) will be a price per \$1,000 or €1,000 principal amount, as applicable, of such series of Securities validly tendered pursuant to the applicable Tender Offer on or prior to the applicable Early Participation Date, and accepted for purchase by us (subject to the applicable Acceptance Priority Levels, the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, and proration, if any), equal to an amount in the currency in which the applicable Securities are denominated, calculated in accordance with Schedule C-1, or C-2, as applicable, that would reflect, as of the applicable Early Payment Date or, to the extent we do not exercise our right to purchase the Securities on such Early Payment Date, as of the applicable Final Payment Date: (i) for each series of Dollar Securities, a yield to the applicable maturity date or par call date, as the case may be, in accordance with standard market practice, of such series of Securities equal to the sum of (a) the Reference Yield (as defined below) of the applicable Reference Security (as defined below), determined at 10:00 a.m., New York City time, on the first business day following the applicable Early Participation Date (the “Reference Yield Determination Date”), plus (b) the fixed spread applicable to such series, as set forth in the applicable table on the cover page of this Offer to Purchase (the “Fixed Spread”), and (ii) for each series of Euro Securities constituting the 3.500% Notes (as defined below) and the 2.250% Notes (as defined below) (together, the “Make-Whole Euro Securities”), a yield to the applicable maturity date, in accordance with standard market practice, of such series of Securities equal to the sum of (a) the Reference Yield (as defined below) of the applicable Reference Security (as defined below), determined at the Reference Yield Determination Date, plus (b) the applicable Fixed Spread for such series of Securities, provided that if such Total Consideration is below €1,000, the Total Consideration will be €1,000 and (iii) for each series of Euro Securities constituting the 4.125% Senior Notes due 2034, the 3.750% Senior Notes due 2032, the 3.750% Senior Notes due 2036, the 3.375% Senior Notes due 2030 and the 0.750% Senior Notes due 2032 (together, the “Interpolated Rate Euro Securities”), a yield to the applicable maturity date or par call date, as the case may be, in accordance with standard market practice, of such series of Securities equal to the sum of (a) the Reference Yield (corresponding to the applicable Interpolated Rate (as defined below)) determined at the Reference Yield Determination Date, plus (b) the applicable Fixed Spread for such series of Securities, in each case, minus accrued and unpaid interest on such Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, such Payment Date. The applicable Total Consideration includes the early participation amount for the applicable series of Securities set forth in the tables on the cover page of this Offer to Purchase (the “Early Participation Amount”). For the avoidance of doubt, the Early Participation Amount is already included within the Total Consideration, and is not in addition to the Total Consideration.

The “Reference Yield” will be calculated in accordance with standard market practice and will correspond to (i) for each series of Dollar Securities or Make-Whole Euro Securities, the bid-side price of the applicable reference security listed in Table 1 or Table 2, as applicable, on the cover page of this Offer to Purchase (each, with respect to each series of Dollar Securities or Make-Whole Euro Securities, as applicable a “Reference Security”) for such series as displayed on the applicable Reference Page as set forth in the Table 1 or Table 2, as applicable, on the cover page of this Offer to Purchase and (ii) for each series of Interpolated Rate Euro Securities, the applicable Interpolated Rate (as defined below) for such series, each as of the Reference Yield Determination Date.

The sum of the Fixed Spread and the Reference Yield is referred to as the “Repurchase Yield.”

Holders of Securities that are validly tendered at or before the applicable Early Participation Date (and not subsequently validly withdrawn) and accepted for purchase will receive the applicable Total Consideration, together with any Accrued Interest. Subject to the terms and conditions described in this Offer to Purchase, including the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, the applicable Acceptance Priority Levels and the proration procedures, holders of Securities that are validly tendered after the applicable Early Participation Date and at or before the applicable Expiration Date and are accepted for purchase will receive only the applicable “Late Tender Offer

Consideration,” which consists of the applicable Total Consideration minus the applicable Early Participation Amount, for each \$1,000 or €1,000 principal amount, as applicable, of such tendered Securities, plus any Accrued Interest. The applicable Total Consideration and the Late Tender Offer Consideration will be payable in cash.

On March 6, 2026, Honeywell announced that it had issued a conditional notice of full redemption to redeem all €650,000,000 in outstanding principal amount of its 3.500% Senior Notes Due 2027 (the “3.500% Notes”). Promptly following the anticipated pricing of the Aerospace Notes (as defined below), the Company also currently expects to issue a notice of full redemption to redeem all €750,000,000 in outstanding principal amount of its 2.250% Senior Notes Due 2028 (the “2.250% Notes”). If (i) the Redemption Condition (as defined herein) for the conditional redemption of the 3.500% Notes is satisfied prior the applicable Redemption Date (as defined herein) and (ii) the Company issues a notice of full redemption of the 2.250% Notes, to the extent such Securities have not previously been validly tendered and accepted for purchase in the Euro Tender Offer, such Securities will be redeemed on the applicable Redemption Date at the applicable Redemption Price (as defined herein). This Offer to Purchase does not constitute a notice of redemption of the 3.500% Notes or the 2.250% Notes. The conditional redemption of the 3.500% Notes is being made, and any redemption of the 2.250% Notes will be made, solely pursuant to separately issued notices of redemption delivered pursuant to the indenture governing such Securities. The statement of expectation relating to the redemption of the 2.250% Notes does not constitute an obligation to issue a notice of redemption, and the decision to issue any such notice of redemption and the selection of any particular redemption date is in the Company’s discretion. See “Certain Considerations—Market Volatility May Affect the Consideration Offered for the Securities” and “Certain Considerations—Special Considerations for Holders of 2.250% Notes and 3.500% Notes.”

This Offer to Purchase contains important information that should be read before any decision is made with respect to the Tender Offers. In particular, see “Certain Considerations” beginning on page 31 for a discussion of certain factors you should consider in connection with the Tender Offers.

Dealer Managers

BofA Securities

Goldman Sachs & Co. LLC

Morgan Stanley

March 6, 2026

Table 1: Dollar Securities Subject To The Dollar Tender Offer

Title of Security	Security Identifier(s)	Maturity Date	Par Call Date	Principal Amount Outstanding	Acceptance Priority Level	Early Participation Amount⁽¹⁾⁽²⁾	Reference Treasury Security	Bloomberg Reference Page/Screen	Fixed Spread (basis points)⁽²⁾
9.065% Senior Notes due 2033	<u>CUSIP</u> : 019512AM4 <u>ISIN</u> : US019512AM47	June 1, 2033	N/A	\$51,207,000	1	\$50	4.125% UST due February 15, 2036	FIT 1	55
6.625% Senior Notes due 2028	<u>CUSIP</u> : 438506AS6 <u>ISIN</u> : US438506AS66	June 15, 2028	N/A	\$200,549,000	2	\$50	3.375% UST due February 29, 2028	FIT 1	20
5.700% Senior Notes due 2036	<u>CUSIP</u> : 438516AR7 <u>ISIN</u> : US438516AR73	March 15, 2036	N/A	\$441,050,000	3	\$50	4.125% UST due February 15, 2036	FIT 1	40
5.700% Senior Notes due 2037	<u>CUSIP</u> : 438516AT3 <u>ISIN</u> : US438516AT30	March 15, 2037	N/A	\$462,569,000	4	\$50	4.125% UST due February 15, 2036	FIT 1	50
5.375% Senior Notes due 2041	<u>CUSIP</u> : 438516BB1 <u>ISIN</u> : US438516BB13	March 1, 2041	N/A	\$416,688,000	5	\$50	4.125% UST due February 15, 2036	FIT 1	70
5.350% Senior Notes due 2064	<u>CUSIP</u> : 438516CU8 <u>ISIN</u> : US438516CU84	March 1, 2064	September 1, 2063	\$650,000,000	6	\$50	4.625% UST due November 15, 2055	FIT 1	70
5.250% Senior Notes due 2054	<u>CUSIP</u> : 438516CT1 <u>ISIN</u> : US438516CT12	March 1, 2054	September 1, 2053	\$1,750,000,000	7	\$50	4.625% UST due November 15, 2055	FIT 1	65
5.000% Senior Notes due 2033	<u>CUSIP</u> : 438516CK0 <u>ISIN</u> : US438516CK03	February 15, 2033	November 15, 2032	\$1,100,000,000	8	\$50	4.125% UST due February 15, 2036	FIT 1	5
5.000% Senior Notes due 2035	<u>CUSIP</u> : 438516CS3 <u>ISIN</u> : US438516CS39	March 1, 2035	December 1, 2034	\$1,450,000,000	9	\$50	4.125% UST due February 15, 2036	FIT 1	35
4.950% Senior Notes due 2031	<u>CUSIP</u> : 438516CR5 <u>ISIN</u> : US438516CR55	September 1, 2031	July 1, 2031	\$500,000,000	10	\$50	3.500% UST due February 28, 2031	FIT 1	25
4.750% Senior Notes due 2032	<u>CUSIP</u> : 438516CZ7 <u>ISIN</u> : US438516CZ71	February 1, 2032	December 1, 2031	\$650,000,000	11	\$50	3.500% UST due February 28, 2031	FIT 1	35
4.500% Senior Notes due 2034	<u>CUSIP</u> : 438516CM6 <u>ISIN</u> : US438516CM68	January 15, 2034	October 15, 2033	\$1,000,000,000	12	\$50	4.125% UST due February 15, 2036	FIT 1	20
3.812% Senior Notes due 2047	<u>CUSIP</u> : 438516BS4 <u>ISIN</u> : US438516BS48	November 21, 2047	May 21, 2047	\$442,373,000	13	\$50	4.625% UST due February 15, 2046	FIT 1	55
2.800% Senior Notes due 2050	<u>CUSIP</u> : 438516CA2 <u>ISIN</u> : US438516CA21	June 1, 2050	December 1, 2049	\$700,983,000	14	\$50	4.625% UST due November 15, 2055	FIT 1	30
2.700% Senior Notes due 2029	<u>CUSIP</u> : 438516BU9 <u>ISIN</u> : US438516BU93	August 15, 2029	May 15, 2029	\$750,000,000	15	\$50	3.500% UST due February 15, 2029	FIT 1	15
1.950% Senior Notes due 2030	<u>CUSIP</u> : 438516BZ8 <u>ISIN</u> : US438516BZ80	June 1, 2030	March 1, 2030	\$948,845,000	16	\$50	3.500% UST due February 28, 2031	FIT 1	15
1.750% Senior Notes due 2031	<u>CUSIP</u> : 438516CF1 <u>ISIN</u> : US438516CF18	September 1, 2031	June 1, 2031	\$1,496,188,000	17	\$50	3.500% UST due February 28, 2031	FIT 1	30
Total				\$13,010,452,000					

Table 2: Euro Securities Subject to The Euro Tender Offer

Title of Security	Security Identifier(s)	Maturity Date	Par Call Date	Principal Amount Outstanding	Acceptance Priority Level	Early Participation Amount ⁽¹⁾⁽²⁾	Reference Treasury Security / Interpolated Rate	Bloomberg Reference Page/Screen	Fixed Spread <i>(basis points)</i> ⁽²⁾
3.500% Senior Notes due 2027 [†]	Common Code: 262493865 ISIN: XS2624938655	May 17, 2027	April 17, 2027	€650,000,000	1	€50	OBL 0.000% due April 16, 2027	FIT GE1-3	20
2.250% Senior Notes due 2028 [†]	Common Code: 136602691 ISIN: XS1366026919	February 22, 2028	N/A	€750,000,000	2	€50	DBR 0.500% due February 15, 2028	FIT GE1-3	30
4.125% Senior Notes due 2034	Common Code: 255190342 ISIN: XS2551903425	November 2, 2034	August 2, 2034	€1,000,000,000	3	€50	Interpolated Mid Swap Rate	IRSB EU<GO> ⁽³⁾	70
3.750% Senior Notes due 2032	Common Code: 262493873 ISIN: XS2624938739	May 17, 2032	February 17, 2032	€500,000,000	4	€50	Interpolated Mid Swap Rate	IRSB EU<GO> ⁽³⁾	65
3.750% Senior Notes due 2036	Common Code: 277689006 ISIN: XS2776890068	March 1, 2036	December 1, 2035	€750,000,000	5	€50	Interpolated Mid Swap Rate	IRSB EU<GO> ⁽³⁾	75
3.375% Senior Notes due 2030	Common Code: 277688999 ISIN: XS2776889995	March 1, 2030	January 1, 2030	€750,000,000	6	€50	Interpolated Mid Swap Rate	IRSB EU<GO> ⁽³⁾	35
0.750% Senior Notes due 2032	Common Code: 212609404 ISIN: XS2126094049	March 10, 2032	December 10, 2031	€500,000,000	7	€50	Interpolated Mid Swap Rate	IRSB EU<GO> ⁽³⁾	45
Total				€ 4,900,000,000					

(1) Per \$1,000 or €1,000 principal amount, as applicable.

(2) The Total Consideration payable for each series of Securities will be at a price per \$1,000 or €1,000 principal amount, as applicable, of such series of Securities validly tendered on or prior to the Early Participation Date and accepted for purchase by us, which is calculated using the applicable Fixed Spread, and when calculated in such a manner already includes the applicable Early Participation Amount. In addition, holders whose Securities are accepted for purchase will also receive any Accrued Interest on such Securities. Holders of Securities that are validly tendered after the Early Participation Date and at or before the Expiration Date and accepted for purchase will receive only the applicable Late Tender Offer Consideration, which does not include the applicable Early Participation Amount, together with any Accrued Interest on such Securities. For the avoidance of doubt, the Early Participation Amount is already included within the Total Consideration, and is not in addition to the Total Consideration.

(3) Pricing Source: BGN.

[†] On March 6, 2026, Honeywell announced that it had issued a conditional notice of full redemption to redeem all €650,000,000 in outstanding principal amount of its 3.500% Notes. Promptly following the anticipated pricing of the Aerospace Notes, the Company also currently expects to issue a notice of full redemption to redeem all €750,000,000 in outstanding principal amount of its “2.250% Notes. If (i) the Redemption Condition for the conditional redemption of the 3.500% Notes is satisfied prior the applicable Redemption Date and (ii) the Company issues a notice of full redemption of the 2.250% Notes, to the extent such Securities have not previously been validly tendered and accepted for purchase in the Euro Tender Offer), such Securities will be redeemed on the applicable Redemption Date at the applicable Redemption Price. This Offer to Purchase does not constitute a notice of redemption of the 3.500% Notes or the 2.250% Notes. The conditional redemption of the 3.500% Notes is being made, and any redemption of the 2.250% Notes will be made, solely pursuant to separately issued notices of redemption delivered pursuant to the indenture governing such Securities. The statement of expectation relating to the redemption of the 2.250% Notes does not constitute an obligation to issue a notice of redemption, and the decision to issue any such notice of redemption and the selection of any particular redemption date is in the Company’s discretion. See “Certain Considerations—Market Volatility May Affect the Consideration Offered for the Securities” and “Certain Considerations—Special Considerations for Holders of 2.250% Notes and 3.500% Notes.”

IMPORTANT INFORMATION

BofA Securities Inc., Goldman Sachs & Co. LLC and Morgan Stanley & Co. LLC are acting as the dealer managers (the “Dealer Managers”) in connection with the Tender Offers. Honeywell has appointed D.F. King & Co., Inc. and D.F. King Ltd. (collectively, “D.F. King”) to act as information and tender agent (the “Information and Tender Agent”) in connection with the Tender Offers.

Requests for assistance or for additional copies of this Offer to Purchase may be directed to the Lead Dealer Managers or the Information and Tender Agent, each at their respective addresses and telephone numbers set forth on the last page of this Offer to Purchase. All documentation relating to this Offer to Purchase, together with any updates, will be available via the Offer Website: www.dfking.com/honeywell.

This Offer to Purchase contains important information that should be read carefully before you make any decision with respect to the Tender Offers. If you are in any doubt as to the action you should take, we recommend that you seek your own legal or financial advice, including as to any tax consequences, from your stockbroker, bank manager, attorney, solicitor, accountant or financial advisor. You are liable for your own taxes and have no recourse to the Company, the trustees for any of the Securities, the Information and Tender Agent, the Dealer Managers (as defined below) or any of their respective affiliates, directors, officers, agents, attorneys or employees with respect to taxes arising in connection with the Tender Offers.

All of the Securities are held in book-entry form through the facilities of The Depository Trust Company (“DTC”), Clearstream Banking, S.A. (“Clearstream”) or Euroclear Bank S.A./N.V. (“Euroclear”). If you desire to tender Securities held through DTC, you must transfer such Securities to the Information and Tender Agent through DTC’s Automated Tender Offer Program (“ATOP”), for which the transaction will be eligible, in accordance with the procedures described in “The Tender Offers—Procedures for Tendering Securities—Procedures for Tendering Securities Held Through DTC.” There is no letter of transmittal for this Offer to Purchase. If you desire to tender Securities held through Clearstream or Euroclear, you must comply with the procedures described herein and the procedures of Clearstream or Euroclear, as applicable, as described in “The Tender Offers—Procedures for Tendering Securities—Procedures for Tendering Securities Held Through Euroclear or Clearstream.” If you hold Securities through a broker, dealer, commercial bank, trust company or other nominee or custodian, you must contact them if you wish to tender your Securities. See “The Tender Offers—Procedures for Tendering Securities.”

We have not provided guaranteed delivery provisions in connection with the Tender Offers.

NONE OF THE COMPANY, THE TRUSTEES FOR ANY OF THE SECURITIES, THE DEALER MANAGERS, OR THE INFORMATION AND TENDER AGENT MAKES ANY RECOMMENDATION AS TO WHETHER OR NOT HOLDERS SHOULD TENDER THEIR SECURITIES. EACH HOLDER MUST MAKE ITS OWN DECISION AS TO WHETHER TO TENDER ITS SECURITIES. BEFORE MAKING YOUR DECISION, WE URGE YOU TO CAREFULLY READ THIS DOCUMENT IN ITS ENTIRETY, INCLUDING THE INFORMATION SET FORTH UNDER “CERTAIN CONSIDERATIONS,” AND THE OTHER DOCUMENTS REFERRED TO IN THIS DOCUMENT. SEE “INCORPORATION BY REFERENCE.”

THIS OFFER TO PURCHASE DOES NOT CONSTITUTE AN OFFER TO PURCHASE SECURITIES, AND ANY INSTRUCTIONS RELATING TO THE TENDER OFFERS WILL NOT BE ACCEPTED FROM, OR ON BEHALF OF, HOLDERS OF SECURITIES IN ANY JURISDICTION IN

WHICH, OR TO OR FROM ANY PERSON TO OR FROM WHOM, IT IS UNLAWFUL TO MAKE SUCH OFFER UNDER THE LAWS OR REGULATIONS OF SUCH JURISDICTION, INCLUDING APPLICABLE SECURITIES LAWS. WE ARE OFFERING TO PURCHASE THE SECURITIES ONLY UNDER CIRCUMSTANCES AND IN JURISDICTIONS WHERE IT IS LAWFUL TO DO SO. SEE “OFFER RESTRICTIONS.”

THIS OFFER TO PURCHASE HAS NOT BEEN FILED WITH OR REVIEWED BY ANY U.S. FEDERAL, STATE OR FOREIGN SECURITIES COMMISSION OR REGULATORY AUTHORITY, NOR HAS ANY SUCH COMMISSION OR AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFER TO PURCHASE. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL AND MAY BE A CRIMINAL OFFENSE.

The communication of this Offer to Purchase and any other documents or materials relating to the Tender Offers is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. This Offer to Purchase and any other documents or materials relating to the Tender Offers are directed only at persons outside the United Kingdom or persons in the United Kingdom who are (i) persons who have professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (“Financial Promotion Order”) and (ii) high net worth entities, and other persons to whom such documents and materials may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons in (i) and (ii) together being referred to as “Relevant Persons”). In the United Kingdom, any investment or investment activity to which this Offer to Purchase relates will be available only to, and engaged in only with, Relevant Persons. Any person in the United Kingdom who is not a Relevant Person should not act or rely on this Offer to Purchase or any of its contents.

We are responsible only for the information contained in this Offer to Purchase. We have not authorized anyone to provide you with any other information or to make any representation other than as contained in this Offer to Purchase, and neither we, the Dealer Managers, the Information and Tender Agent nor any of their or our affiliates or respective agents take any responsibility for any other information that others may give you. None of the Dealer Managers, the Information and Tender Agent or their respective directors, employees or affiliates assumes any responsibility for the accuracy or completeness of the information concerning the Tender Offers, Honeywell, or any of our or their affiliates or for any failure by us to disclose events that may have occurred and may affect the significance or accuracy of the information contained in this Offer to Purchase.

None of the trustees for any of the Securities has reviewed or approved this Offer to Purchase or the terms of the Tender Offers and such trustees express no opinion and make no representation as to the merits of the Offer to Purchase.

The statements made in this Offer to Purchase are made only as of the date on the cover page of this Offer to Purchase and the statements made in the documents incorporated by reference herein are made as of the date of such documents incorporated by reference, regardless of the time of delivery of those documents or of any purchase of the Securities. Neither the delivery of this Offer to Purchase nor any purchase of Securities pursuant to the Tender Offers shall, under any circumstances, create any implication that the information contained in this Offer to Purchase is current as of any time subsequent to the date of such information or that there has been no change in the information set out in it or in the affairs of Honeywell since the date of this Offer to Purchase.

From time to time following completion or termination of the Tender Offers, we and our affiliates may acquire Securities that are not purchased in the Tender Offers through open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise, upon such terms and at such prices as we or our affiliates, as applicable, may determine, which may be more or less than the price to be paid for such Securities pursuant to the Tender Offers and could be for cash or other consideration. Alternatively, we and our affiliates may, subject to certain conditions, redeem any or all of the Securities not purchased pursuant to the Tender Offers at any time that we or our affiliates, as applicable, are permitted to do so pursuant to the terms of such Securities and the indenture governing such Securities. In particular, on March 6, 2026, Honeywell announced that it had issued a conditional notice of full redemption to redeem all €650,000,000 in outstanding principal amount of its 3.500% Senior Notes Due 2027. Promptly following the pricing of the Aerospace Notes, the Company also currently expects to issue a notice of full redemption to redeem all €750,000,000 in outstanding principal amount of its 2.250% Senior Notes Due 2028. If (i) the Redemption Condition for the conditional redemption of the 3.500% Notes is satisfied prior the applicable Redemption Date and (ii) the Company issues a notice of full redemption of the 2.250% Notes, to the extent such Securities have not previously been validly tendered and accepted for purchase in the Euro Tender Offer, such Securities will be redeemed on the applicable Redemption Date at the applicable Redemption Price. The applicable Redemption Date may occur shortly after the Final Expiration Date. This Offer to Purchase does not constitute a notice of redemption of the 3.500% Notes or the 2.250% Notes. The conditional redemption of the 3.500% Notes is being made, and any redemption of the 2.250% Notes will be made, solely pursuant to separately issued notices of redemption delivered pursuant to the indenture governing such Securities. The statement of expectation relating to the redemption of the 2.250% Notes does not constitute an obligation to issue a notice of

redemption, and the decision to issue any such notice of redemption and the selection of any particular redemption date is in the Company's discretion. See "Certain Considerations—Market Volatility May Affect the Consideration Offered for the Securities" and "Certain Considerations—Special Considerations for Holders of 2.250% Notes and 3.500% Notes." There can be no assurance as to which, if any, of these alternatives (or combinations thereof) we or our affiliates, as applicable, may choose to pursue in the future.

If you have sold or otherwise transferred all of your Securities, you should forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Holders of Securities who do not participate in the Tender Offers, or whose Securities are not accepted for purchase by Honeywell, will continue to hold their Securities subject to their terms and conditions. See "Certain Considerations—Treatment of Securities Not Tendered in the Tender Offers."

In this Offer to Purchase, we refer to Securities that have been validly tendered and not validly withdrawn as having been "validly tendered."

Unless the context otherwise requires, references in this Offer to Purchase to holders of Securities include:

- (i) each person who is shown in the records of the clearing and settlement systems of DTC, Clearstream or Euroclear (each, a "Clearing System" and together, the "Clearing Systems") as a holder of any Securities (a "Direct Participant");
- (ii) any broker, dealer, commercial bank, trust company or other nominee or custodian who holds Securities (each an "intermediary"); and
- (iii) each beneficial owner of Securities holding such Securities, directly or indirectly, in an account, or through the accounts of an intermediary, in the name of a Direct Participant acting on the beneficial owner's behalf,

except that for the purposes of the purchase of any Securities and the payment of any cash representing the applicable Total Consideration or the Late Tender Offer Consideration or Accrued Interest, as the case may be, to the extent the beneficial owner of the relevant Securities is not a Direct Participant, such payment will be made only to the relevant Direct Participant, and the making of such payment to the relevant Clearing System and by such Clearing System to the relevant Direct Participant will satisfy any obligations of Honeywell, the Information and Tender Agent and the Clearing Systems in respect of such Securities.

The term "business day" referred to herein means any day other than a day on which banks are permitted or required to be closed in New York City.

IMPORTANT DATES

You should take note of the following important dates and times in connection with the Tender Offers:

Date	Calendar Date and Time	Event
<i>Commencement of the Tender Offers</i>	March 6, 2026	The date the Tender Offers are announced and this Offer to Purchase is made available to holders.
<i>Early Participation Date</i>	5:00 p.m., New York City time, on March 19, 2026, unless extended or earlier terminated by us in respect of a Tender Offer in our sole and absolute discretion.	With respect to each Tender Offer, the last date for you to tender Securities to qualify for the payment of the applicable Total Consideration, which includes the applicable Early Participation Amount.
<i>Withdrawal Date</i>	5:00 p.m., New York City time, on March 19, 2026, unless extended by us in respect of a Tender Offer in our sole and absolute discretion.	With respect to each Tender Offer, the last date for you to validly withdraw tenders of Securities.
<i>Reference Yield Determination Date</i>	10:00 a.m., New York City time, on March 20, 2026, unless extended by us in respect of a Tender Offer in our sole and absolute discretion.	With respect to each Tender Offer, the determination of the Reference Yield related to: • for each series of Dollar Securities and Make-Whole Euro Securities, the bid-side price of the applicable Reference Security as displayed on the applicable Reference Page as set forth in Table 1 or Table 2, as applicable, on the cover page of this Offer to Purchase; and • for each series of Interpolated Rate Euro Securities, the applicable Interpolated Rate as set forth in Table 2 on the cover page of this Offer to Purchase.
<i>Early Payment Date</i>	The Early Payment Date may occur, at our sole and absolute discretion, following the applicable Early Participation Date and prior to the applicable Final Payment Date, which is currently expected to be March 24, 2026.	With respect to each Tender Offer, for Securities that have been validly tendered at or before the applicable Early Participation Date and that are accepted for payment, the date that settlement will occur, subject to the conditions to the applicable Tender Offer having been satisfied or waived, including the Financing Condition.

Date	Calendar Date and Time	Event
<i>Expiration Date</i>	5:00 p.m., New York City time, on April 7, 2026, unless extended or earlier terminated by us in respect of a Tender Offer, in our sole and absolute discretion.	With respect to each Tender Offer, the last date for you to tender Securities to qualify for the payment of the applicable Late Tender Offer Consideration on the applicable Final Payment Date, which does not include the applicable Early Participation Amount. With respect to each Tender Offer, if the aggregate purchase price to be paid for the Securities validly tendered at or prior to the applicable Early Participation Date for the Tender Offer equals or exceeds the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, then we will not accept for purchase any Securities tendered after the applicable Early Participation Date in the applicable Tender Offer and there will be no Final Payment Date.
<i>Final Payment Date</i>	The Final Payment Date will be promptly following the applicable Expiration Date and is expected to be on or about April 9, 2026.	With respect to each Tender Offer, for Securities that have been validly tendered after the applicable Early Participation Date but at or before the applicable Expiration Date and that are accepted for payment, the date that settlement will occur, subject to the conditions to the applicable Tender Offer having been satisfied or waived, including the Financing Condition.

We may extend one or more of the applicable Early Participation Date, Withdrawal Date, Reference Yield Determination Date, Early Payment Date, Expiration Date and Final Payment Date for one or both of the Tender Offers and, subject to applicable law, we may terminate one or both of the Tender Offers at any time prior to the applicable Expiration Date. Securities validly tendered pursuant to each Tender Offer and accepted for purchase by Honeywell will be accepted for purchase in accordance with their applicable Acceptance Priority Levels, subject to the limitation that the maximum aggregate purchase price to be paid for the Securities in each Tender Offer (excluding the accrued and unpaid interest on the Securities) will not exceed the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, and may be subject to proration. We will have no obligation to pay interest by reason of any delay by the Clearing Systems in making payments to the holders.

Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a holder in order for that holder to be able to participate in, or revoke their instruction to participate in, the Tender Offer, before the deadlines specified in this Offer to Purchase. The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions may be earlier than the relevant deadlines specified above.

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SUMMARY

The following summary highlights selected information from this Offer to Purchase and does not contain all of the information that you should consider before participating in the Tender Offers. You should read this Offer to Purchase in its entirety before making a decision regarding the Tender Offers.

Honeywell International Inc.

Honeywell International Inc. is an integrated operating company serving a broad range of industries and geographies around the world, with a portfolio that is underpinned by our Honeywell Accelerator operating system and Honeywell Forge platform. Honeywell was incorporated in Delaware in 1985, and its principal executive offices are located at 855 South Mint Street, Charlotte, North Carolina 28202. Its main telephone number is (704) 627-6200.

The Tender Offers

The Tender Offers	Honeywell is offering to purchase your Securities upon the terms and subject to the conditions set forth in this Offer to Purchase.
Securities Subject to the Tender Offers	We are making a tender offer for the Dollar Securities set forth in Table 1 on the cover page of this Offer to Purchase and for the Euro Securities set forth in Table 2 on the cover page of this Offer to Purchase. Each Tender Offer is subject to certain conditions (as described below under “The Tender Offers—Conditions to the Tender Offers”), including the Financing Condition. We also reserve the right, in our sole and absolute discretion, subject to applicable law, to terminate one or both of the Tender Offers at any time prior to the applicable Expiration Date. Neither Tender Offer is conditioned on any minimum amount of Securities being tendered. Neither Tender Offer is conditioned on completion of the other, and each Tender Offer otherwise operates independently of the other Tender Offer. Securities validly tendered pursuant to each Tender Offer and accepted for purchase by Honeywell will be accepted for purchase based on the Acceptance Priority Levels, subject to the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, and may be subject to proration.
Dollar Securities.....	The Securities listed on Schedule B-1 hereto (the “Dollar Securities”).
Euro Securities.....	The Securities listed on Schedule B-2 hereto (the “Euro Securities”).
Securities	Collectively, the Dollar Securities and the Euro Securities (the “Securities”).
Total Maximum Amount	The maximum aggregate purchase price to be paid for the Dollar Securities in the Dollar Tender Offer (excluding Accrued Interest on such Dollar Securities) is limited to \$3,750,000,000. The maximum aggregate purchase price to be paid for the Euro Securities in the Euro Tender Offer (excluding Accrued Interest on such Euro Securities) is limited to €1,250,000,000. Subject to applicable law, we may, by issuing a press release, (i) increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount or (ii) decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount. Any such increase or decrease may be made on the basis of Securities validly tendered through the applicable Early Participation Date and promptly announced on the business day

immediately following the applicable Early Participation Date. In the event of any such increase or decrease, we may, but shall not be obligated (except as required by applicable law) to, extend one or more of the applicable Early Participation Date, Withdrawal Date, Reference Yield Determination Date, Early Payment Date, Expiration Date and Final Payment Date.

**Purpose of the Tender Offers and
Source of Funds**

The purpose of the Tender Offers is to purchase certain outstanding debt issued by Honeywell, and, together with the Honeywell Debt Redemptions (as defined below) to reduce our leverage in anticipation of the proposed Spin-Off (as defined below). Securities that are accepted in the Tender Offers will be purchased, retired and cancelled and will no longer remain outstanding obligations of Honeywell. See “The Tender Offers—Purpose of the Tender Offers.”

In connection with the proposed distribution by Honeywell to its shareowners of 100% of the outstanding shares of Honeywell Aerospace Inc. (“Aerospace”) common stock (the “Spin-Off”), on March 2, 2026, Honeywell entered into a Term Loan Credit Agreement (the “2026 Term Loan Credit Agreement” and the loan made thereunder, the “2026 Term Loan”) with Bank of America, N.A., as administrative agent, and Bank of America, N.A., Goldman Sachs Bank USA and Morgan Stanley Senior Funding, Inc., as lenders party thereto (the “2026 Term Loan Lenders”), and borrowed the full amount of the 2026 Term Loan. The aggregate principal amount of the 2026 Term Loan is \$6.0 billion. The 2026 Term Loan will bear interest at a rate of either (x) term SOFR plus an applicable margin that varies from 0.875% to 1.125% per annum based on Honeywell’s public debt rating for its long-term senior unsecured debt or (y) a base rate, plus an applicable margin 100 basis points less than the applicable margin for term SOFR advances (but not less than zero). The 2026 Term Loan will mature on March 31, 2026. Honeywell intends to use the proceeds of the 2026 Term Loan to partially fund the Tender Offers and the Honeywell Debt Redemptions.

Concurrently with the commencement of the Tender Offers, Aerospace announced a private offering of up to \$16 billion aggregate principal amount of senior notes (collectively, the “Aerospace Notes”). Aerospace intends to use the proceeds from the offering of certain series of the Aerospace Notes (the “New Money Notes”), among other uses, to make a cash distribution to Honeywell as partial consideration for the contribution of assets by Honeywell to Aerospace in connection with the Spin-Off (the “Cash Distribution”) in an amount expected to equal to approximately \$9.1 billion on or prior to the completion of the Spin-Off. Honeywell intends to use the Cash Distribution to fund the remainder of the Tender Offers and the Honeywell Debt Redemptions and for other debt retirements and intends to use cash on hand to pay related transaction fees.

Other series of the Aerospace Notes (the “Exchange Notes”) will initially be issued by Aerospace to Honeywell as partial consideration for the contribution of assets by Honeywell to Aerospace in connection with the Spin-Off. Following the incurrence of its 2026 Term Loan, Honeywell expects to enter into an exchange agreement (the “Exchange Agreement”), pursuant to which, immediately prior to the closing of the Aerospace Notes offerings, Honeywell would transfer and deliver the Exchange Notes to affiliates of the 2026 Term Loan Lenders in their capacity as selling noteholders, pursuant to the Exchange Agreement, in satisfaction

of all or a portion of the principal amount outstanding under the 2026 Term Loan. The offering of the Exchange Notes is conditioned upon Honeywell entering into, and performing its obligations under, the Exchange Agreement. Honeywell has no obligation to, and may in its sole discretion decide not to, enter into the Exchange Agreement.

The Aerospace Notes will initially be guaranteed on a senior unsecured basis by Honeywell. Honeywell will be automatically and unconditionally released and discharged from all future obligations under its guarantees at such time as the Spin-Off has been completed. If the Spin-Off is not consummated, the Aerospace Notes will remain outstanding, guaranteed on a senior unsecured basis by Honeywell.

This Offer to Purchase is not an offer of any Aerospace Notes. The Aerospace Notes offering is being made solely pursuant to a private offering memorandum.

On March 6, 2026, Honeywell announced that it (i) had issued a conditional notice of full redemption to redeem all €650,000,000 in outstanding principal amount of the 3.500% Notes, all \$1,150,000,000 in outstanding principal amount of its 4.650% Senior Notes due 2027 (the “4.650% Notes”), all \$500,000,000 in outstanding principal amount of its 4.950% Senior Notes Due 2028 (the “4.950% Notes”), all \$750,000,000 in outstanding principal amount of its 4.250% Senior Notes Due 2029 (the “4.250% Notes”), all \$500,000,000 in outstanding principal amount of its 4.875% Senior Notes Due 2029 (the “4.875% Notes”) and all \$1,000,000,000 in outstanding principal amount of its 4.700% Senior Notes Due 2030 (the “4.700% Notes,” and, together with the 3.500% Notes, the 4.650% Notes, the 4.950% Notes, the 4.250% Notes and the 4.875% Notes, collectively, the “Honeywell Conditional Redemption Notes”) and (ii) promptly following the anticipated pricing of the Aerospace Notes, it expects to issue a notice of full redemption to redeem all €750,000,000 in outstanding principal amount of the 2.250% Notes (together with the Honeywell Conditional Redemption Notes, the “Honeywell Redemption Notes”). The redemption of the Honeywell Conditional Redemption Notes is herein called the “Honeywell Conditional Debt Redemptions” and the redemption of the Honeywell Redemption Notes is herein called the “Honeywell Debt Redemptions.” The statement of expectation relating to the redemption of the 2.250% Notes does not constitute an obligation to issue a notice of redemption, and the decision to issue any such notice of redemption and the selection of any particular redemption date is in the Company’s discretion. See “Certain Considerations—Market Volatility May Affect the Consideration Offered for the Securities” and “Certain Considerations—Special Considerations for Holders of 2.250% Notes and 3.500% Notes.”

If the Redemption Condition is satisfied, the redemption date for the Honeywell Conditional Redemption Notes other than the 3.500% Notes will be March 16, 2026 and the redemption date for the 3.500% Notes will be April 10, 2026 and, if we issue a notice of redemption to redeem the 2.250% Notes, the redemption date for such 2.250% Notes is expected to be 30 days after such notice is issued (each such redemption date with respect to each series of Honeywell Redemption Notes, the “Redemption Date”).

The Honeywell Redemption Notes will be redeemed at a redemption price that includes an applicable “make-whole” premium for each series of

Honeywell Redemption Notes (as applicable to each series of Honeywell Redemption Notes, the “Redemption Price”), plus any interest accrued and unpaid to, but not including, the applicable Redemption Date.

The total aggregate principal amount of Honeywell Redemption Notes called for redemption in the Honeywell Debt Redemptions is expected to be \$3.9 billion (with respect to the Honeywell Redemption Notes denominated in U.S. dollars) and €1.4 billion (with respect to the Honeywell Redemption Notes denominated in Euros) assuming no such Securities are validly tendered and accepted for purchase in the Euro Tender Offer. Up to €650,000,000 of the 3.500% Notes and €750,000,000 of the 2.250% Notes are also included in the Euro Tender Offer. To the extent Securities are validly tendered and accepted for purchase in the Euro Tender Offer, they will not be included in the Honeywell Debt Redemptions. This Offer to Purchase does not constitute a notice of redemption of the Honeywell Redemption Notes. The Honeywell Debt Redemptions are being made or will be made solely pursuant to separately issued notices of redemption delivered pursuant to the indenture governing the Honeywell Redemption Notes. The statement of expectation relating to the redemption of the 2.250% Notes does not constitute an obligation to issue a notice of redemption, and the decision to issue any such notice of redemption and the selection of any particular redemption date is in the Company’s discretion.

Each of the Tender Offers and the Honeywell Conditional Debt Redemptions are conditioned upon the receipt, prior to the applicable Expiration Date (in the case of the Tender Offers) or applicable Redemption Date (in the case of the Honeywell Debt Redemptions), by Honeywell of (i) a Cash Distribution from Aerospace and (ii) an aggregate principal amount of Exchange Notes, that together, in the aggregate, are sufficient to (x) fund the payment of the Total Consideration or Late Tender Offer Consideration, as applicable (and as such amounts may be amended) up to the Dollar Total Maximum Amount and the Euro Total Maximum Amount, plus Accrued Interest due to holders of relevant Securities tendered in each Tender Offer, (y) satisfy the 2026 Term Loan and (z) pay applicable fees and expenses relating to the foregoing. With respect to the Honeywell Conditional Debt Redemptions, the foregoing is collectively referred to herein as the “Redemption Condition.”

See “Source of Funds.”

Early Participation Date	The Early Participation Date, by which a holder must have validly tendered such holder’s Securities in the applicable Tender Offer in order to be eligible to receive the applicable Early Participation Amount, will be 5:00 p.m., New York City time, on March 19, 2026, unless extended by us in respect of a Tender Offer in our sole and absolute discretion.
Expiration Date.....	The Expiration Date, when the Tender Offers will expire, will be 5:00 p.m., New York City time, on April 7, 2026, unless extended or earlier terminated by us in respect of a Tender Offer, in our sole and absolute discretion.

We also reserve the right, in our sole and absolute discretion, subject to applicable law, to terminate one or both of the Tender Offers at any time prior to the applicable Expiration Date.

Total Consideration Holders of Securities that are validly tendered at or before the applicable Early Participation Date and accepted for purchase will receive the applicable Total Consideration, together with accrued and unpaid interest on the Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, such Payment Date.

The “Total Consideration” payable for each series of Securities will be a price per \$1,000 or €1,000 principal amount, as applicable, of such series of Securities validly tendered pursuant to the applicable Tender Offer on or prior to the applicable Early Participation Date, and accepted for purchase by us (subject to the applicable Acceptance Priority Levels, the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, and proration, if any), equal to an amount in the currency in which the applicable Securities are denominated, calculated in accordance with Schedule C-1, or C-2, as applicable, that would reflect, as of the applicable Early Payment Date or, to the extent we do not exercise our right to purchase the Securities on such Early Payment Date, as of the applicable Final Payment Date:

- for each series of Dollar Securities, a yield to the applicable maturity date or par call date, as the case may be, in accordance with standard market practice, of such series of Securities equal to the sum of (a) the Reference Yield of the applicable Reference Security, determined at the Reference Yield Determination Date, plus (b) the applicable Fixed Spread for such series of Securities, minus accrued and unpaid interest on such Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, such Payment Date;
- for each series of Make-Whole Euro Securities, a yield to the applicable maturity date, in accordance with standard market practice, of such series of Securities equal to the sum of (a) the Reference Yield of the applicable Reference Security, determined at the Reference Yield Determination Date, plus (b) the applicable Fixed Spread for such series of Securities, minus accrued and unpaid interest on such Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, such Payment Date, provided that if such Total Consideration is below €1,000, the Total Consideration will be €1,000; and
- for each series of Interpolated Rate Euro Securities, a yield to the applicable maturity date or par call date, as the case may be, in accordance with standard market practice, of such series of Securities equal to the sum of (a) the Reference Yield (corresponding to the applicable Interpolated Rate) determined at the Reference Yield Determination Date, plus (b) the applicable Fixed Spread for such series of Securities, minus accrued and unpaid interest on such Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, such Payment Date.

Subject to the terms and conditions described in this Offer to Purchase, including the Dollar Total Maximum Amount or the Euro Total Maximum

Amount, as applicable, the applicable Acceptance Priority Levels and the proration procedures, if you validly tender Securities prior to or at the applicable Early Participation Date and your Securities are accepted for purchase, you will receive the applicable Total Consideration for each \$1,000 or €1,000 principal amount, as applicable, of your tendered Securities, plus Accrued Interest.

The applicable Total Consideration includes the Early Participation Amount for the applicable series of Securities.

Late Tender Offer Consideration. Subject to the terms and conditions described in this Offer to Purchase, including the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, the applicable Acceptance Priority Levels and the proration procedures, holders of Securities that are validly tendered after the applicable Early Participation Date and at or before the applicable Expiration Date and are accepted for purchase will receive only the applicable Late Tender Offer Consideration, which consists of the applicable Total Consideration minus the applicable Early Participation Amount, for each \$1,000 or €1,000 principal amount, as applicable, of such tendered Securities, plus any Accrued Interest.

Accrued Interest Subject to the terms and conditions set forth in this Offer to Purchase, in addition to the applicable Total Consideration or Late Tender Offer Consideration, as applicable, holders whose Securities are tendered and accepted in the applicable Tender Offer will also be paid in cash the amount of Accrued Interest for such Securities purchased by us in such Tender Offer.

“Accrued Interest” is accrued and unpaid interest on the Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, the applicable Payment Date, such interest being rounded to the nearest \$0.01 or €0.01, as applicable, with half a cent rounded upwards, of such tendered Securities.

Reference Yield The “Reference Yield” will be calculated in accordance with standard market practice and will correspond to:

- for each series of Dollar Securities and Make-Whole Euro Securities, the bid-side price of the applicable Reference Security for such series as displayed on the applicable Reference Page as set forth in Table 1 or Table 2, as applicable, on the cover page of this Offer to Purchase; and
- for each series of Interpolated Rate Euro Securities, the applicable Interpolated Rate (as defined below under “The Tender Offers—Terms of the Tender Offers—Total Consideration and Late Tender Offer Consideration”) for such series;

each as of the Reference Yield Determination Date. The “Reference Yield Determination Date” will be 10:00 a.m., New York City time, on the first business day following the applicable Early Participation Date.

If the Dealer Managers determine that the relevant Reference Page is not operational or is displaying inaccurate information at that time, the mid-market price of the applicable Reference Security, the bid-side price and/or offered-side price of the applicable Reference Security or the mid-

market swap rate for the relevant euro swap transactions, as applicable, determined at or around the Reference Yield Determination Date shall be determined by such other means as Honeywell, in consultation with the Dealer Managers, may consider to be appropriate under the circumstances. We expect to announce each Reference Yield by press release shortly after its determination.

Proration and Acceptance

Priority Levels.....

Securities validly tendered pursuant to each Tender Offer and accepted for purchase by Honeywell will be accepted for purchase in accordance with their Acceptance Priority Levels (with 1 being the highest Acceptance Priority Level in each Tender Offer, 17 being the lowest Acceptance Priority Level with respect to the Dollar Tender Offer and 7 being the lowest Acceptance Priority Level with respect to the Euro Tender Offer), subject to the limitation that the maximum aggregate purchase price to be paid for the Dollar Securities validly tendered in the Dollar Tender Offer (excluding Accrued Interest on such Dollar Securities) will not exceed the Dollar Total Maximum Amount and the maximum aggregate purchase price to be paid for the Euro Securities validly tender in the Euro Tender Offer (excluding Accrued Interest on such Euro Securities) will not exceed the Euro Total Maximum Amount, as applicable.

With respect to each Tender Offer, Securities validly tendered on or before the applicable Early Participation Date having a higher Acceptance Priority Level will be accepted before any Securities validly tendered on or before the applicable Early Participation Date having a lower Acceptance Priority Level are accepted in each of the Tender Offers, and all Securities validly tendered after the applicable Early Participation Date having a higher Acceptance Priority Level will be accepted before any Securities tendered after the applicable Early Participation Date having a lower Acceptance Priority Level are accepted in the applicable Tender Offer, in each case subject to the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable. Securities validly tendered on or before the applicable Early Participation Date will be accepted for purchase in priority to other Securities tendered after the applicable Early Participation Date, even if such Securities tendered after the applicable Early Participation Date have a higher Acceptance Priority Level than Securities tendered on or before the applicable Early Participation Date. Furthermore, if the amount of Securities validly tendered prior to or at the applicable Early Participation Date exceeds the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, holders of Securities that are validly tendered in a Tender Offer after the applicable Early Participation Date will not have any of their Securities accepted for purchase regardless of the Acceptance Priority Level of such Securities unless we increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable.

Subject to applicable law, we reserve the right, but are not obligated, to (i) increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount or (ii) decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount. Any such increase or decrease may be made on the basis of Securities validly tendered through the applicable Early Participation Date and promptly announced on the business day immediately following the applicable Early Participation Date. Any such increase or decrease may be made without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights, except as

required by applicable law.

If we exercise our right, in our sole and absolute discretion, to purchase the Securities on an applicable Early Payment Date and, on such Early Payment Date or on the applicable Final Payment Date, there are sufficient remaining funds to purchase some, but not all, of the remaining tendered Securities in any Acceptance Priority Level without exceeding the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, we will accept for payment such tendered Securities on a prorated basis, with the proration factor for such Acceptance Priority Level depending on the aggregate principal amount of Securities of such Acceptance Priority Level validly tendered.

To avoid returning Securities to any holder that are not in an Authorized Denomination (as defined below), if we accept some but not all validly tendered Securities of any Acceptance Priority Level, the amount of such Securities tendered by any holder will be multiplied by the applicable proration factor and rounded down to the nearest \$1,000 or €1,000 principal amount, as applicable, and the remainder will be returned to such holder; provided that if, after applying such proration factor, (i) the amount of Securities of any Acceptance Priority Level that would be tendered by such holder is less than the minimum Authorized Denomination for such Securities or (ii) such holder would be entitled to a return of a portion of tendered Securities that is less than the minimum Authorized Denomination for such Securities, then, at our discretion, we will either reject all of the Securities of such series tendered by such holder or accept all of the Securities of such series tendered by such holder without proration. Furthermore, in case of the Euro Securities, if applicable, we will only accept validly tendered Euro Securities to the extent such proration would not result in us accepting less than the Authorized Denomination for such Euro Securities.

In the event tendered Securities are not accepted due to proration, an invalid tender or otherwise, or in the event of the termination of one or both of the Tender Offers, such Securities will be credited to appropriate accounts at the relevant Clearing System promptly following the applicable Early Payment Date (if we exercise our right, in our sole and absolute discretion, to purchase the Securities on an Early Payment Date), the applicable Expiration Date or the termination of such Tender Offer, as applicable. If we exercise our right, in our sole and absolute discretion, to purchase the Securities on an Early Payment Date and, following such Early Payment Date and prior to the applicable Expiration Date, if we determine that a particular issue of Securities will under no circumstances be accepted in a Tender Offer due to the Acceptance Priority Level of such issue in relation to the Acceptance Priority Level of all other Securities validly tendered in the such Tender Offer as of the applicable Early Payment Date, we intend to promptly cause tendered Securities of that issue to be credited to appropriate accounts at the relevant Clearing System.

Authorized Denominations

Securities of a given series may be tendered only in principal amounts equal to the minimum authorized denomination and integral multiples in excess of the minimum authorized denomination set forth for such series on Schedule A hereto (each, an “Authorized Denomination” and collectively, the “Authorized Denominations”). Holders of Securities who tender less than all of their Securities of a given series must continue to

hold such remaining Securities in the applicable Authorized Denomination set forth on Schedule A hereto.

Payment Dates

The Final Payment Date for each Tender Offer will occur promptly following the applicable Expiration Date. If we exercise our right, in our sole and absolute discretion, to purchase the Securities on the applicable Early Payment Date, such Early Payment Date may occur after the applicable Early Participation Date and prior to the applicable Expiration Date.

The applicable Total Consideration or the applicable Late Tender Offer Consideration, as the case may be, and Accrued Interest, will be payable on the applicable Payment Date, which, with respect to the Final Payment Date, we currently expect will be the second business day following the applicable Expiration Date.

We will pay for the Securities purchased in the Tender Offers in cash.

Withdrawal Rights; Withdrawal Date

Tendered Securities may be withdrawn any time on or prior to 5:00 p.m., New York City time, on March 19, 2026, unless extended by us in respect of a Tender Offer in our sole and absolute discretion, but not thereafter. Holders of Securities who wish to withdraw must deliver a notice of withdrawal with the required information to the relevant Clearing System prior to the applicable Withdrawal Date, as set forth below under “The Tender Offers—Withdrawal of Tenders.” Holders of Securities who tender their Securities after the applicable Withdrawal Date, but on or prior to the applicable Expiration Date, may not withdraw their tendered Securities.

Subject to applicable law, we reserve the right, but are not obligated, to (i) increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount or (ii) decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount. Any such increase or decrease may be made on the basis of Securities validly tendered through the applicable Early Participation Date and promptly announced on the business day immediately following the applicable Early Participation Date. Such increase or decrease may be made without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law. Tendered Securities may only be withdrawn in the Authorized Denominations and Securities that remain tendered must be in the Authorized Denominations.

Conditions to the Tender Offers...

Each Tender Offer is subject to certain conditions, including the Financing Condition, as described below under “The Tender Offers—Conditions to the Tender Offers,” any of which Honeywell may waive. The General Conditions include, among others, that there has not been any change or development that in our reasonable judgment materially reduces the anticipated benefits to us of such Tender Offer or that has had, or could reasonably be expected to have, a material adverse effect on us, our businesses, condition (financial or otherwise) or prospects.

Information

Any questions concerning the terms of the Tender Offers should be directed to the Lead Dealer Managers at the addresses and telephone numbers listed on the last page of this Offer to Purchase. Questions concerning tender procedures and requests for additional copies of this Offer to Purchase should be directed to the Information and Tender Agent

at its e-mail address or telephone numbers listed on the last page of this Offer to Purchase. In addition, the Offer to Purchase and other relevant documents will be available on the Offer Website: www.dfking.com/honeywell.

Procedures for Tendering

Securities

If you hold your Securities through DTC, you must transfer such Securities to the Information and Tender Agent through ATOP in accordance with the procedures described herein. If you hold your Securities through Clearstream or Euroclear, you must tender such Securities by the submission of valid Tender Instructions (as defined below) in accordance with the procedures described herein and of such Clearing System, as applicable. See “The Tender Offers—Procedures for Tendering Securities.”

If you wish to participate in a Tender Offer and your Securities are held by a custodial entity, such as a bank, broker, dealer, trust company or other nominee, you must instruct that custodial entity to tender your Securities on your behalf pursuant to the procedures of that custodial entity. Custodial entities must tender in accordance with the procedures described herein, and the custodial entity and the beneficial owner on whose behalf the custodial entity is acting agree to be bound by the terms and conditions set forth in this Offer to Purchase. Tendered Securities will only be accepted in the Authorized Denominations for each series of Securities. If you tender less than all your Securities, you must continue to hold Securities in the Authorized Denominations. No alternative, conditional or contingent tenders will be accepted.

A separate instruction must be submitted for each beneficial owner of Securities due to possible proration.

Consequences of Failure to

Tender

Although the Securities not purchased in the Tender Offers will remain outstanding following consummation of the Tender Offers (except as otherwise noted in this Offer to Purchase with respect to the 3.500% Notes and the 2.250% Notes if they are redeemed), the purchase of Securities of each applicable series in the Tender Offers may result in a smaller trading market for the remaining outstanding principal amount of such series of Securities, which may cause the market for such Securities to be less liquid and more sporadic, and market prices for such Securities may fluctuate significantly depending on the volume of trading in that series of Securities. See “Certain Considerations—Treatment of Securities Not Tendered in the Tender Offers” and “Certain Considerations—Limited Trading Market.”

Taxation

For a summary of certain U.S. federal income tax consequences of the disposition of Securities pursuant to the Tender Offers, see “Certain U.S. Federal Income Tax Consequences.”

Information and Tender Agent

D.F. King is acting as the Information and Tender Agent for the Tender Offers. The addresses and telephone numbers of the Information and Tender Agent are listed on the last page of this Offer to Purchase.

Dealer Managers

BofA Securities Inc., Goldman Sachs & Co. LLC and Morgan Stanley & Co. LLC are acting as the Dealer Managers in connection with the Tender Offers. The addresses and telephone numbers of the Dealer Managers are

listed on the last page of this Offer to Purchase.

Offer Website The Offer to Purchase, as well as other relevant notices and documents, will also be available on the Offer Website, www.dfking.com/honeywell, operated by the Information and Tender Agent.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the “SEC”). The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically. Our SEC filings are available to the public from the SEC’s Web site at <http://www.sec.gov>. Information about us, including our SEC filings, is also available free of charge on our Web site at <http://www.honeywell.com>. The information on or linked to/from our or the SEC’s Web site is not part of, and is not incorporated by reference into, this Offer to Purchase. Reference to our or the SEC’s Web site is made as an inactive textual reference.

INCORPORATION BY REFERENCE

We incorporate by reference in this Offer to Purchase the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, on or after the date of this Offer to Purchase and prior to the termination of each Tender Offer:

- our Annual Report on Form 10-K for the year ended December 31, 2025;
- The information specifically incorporated by reference into Honeywell International Inc.’s Annual Report on Form 10-K for the year ended December 31, 2024 from Honeywell International Inc.’s Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 6, 2023; and
- our Current Report on Form 8-K filed with the SEC on March 6, 2026.

Notwithstanding the foregoing, we are not incorporating any document or information deemed to have been furnished and not filed in accordance with SEC rules. You may obtain a copy of any or all of the documents referred to above which may have been or may be incorporated by reference herein (excluding certain exhibits to the documents) at no cost to you by writing or telephoning us at the following address:

Honeywell International Inc.
855 South Mint Street,
Charlotte, North Carolina 28202
Attention: Investor Relations Department
(704) 627-6200

Copies of the materials referred to above, as well as copies of any current amendment or supplement to this Offer to Purchase, may also be obtained from the Information and Tender Agent at its e-mail address set forth on the last page of this Offer to Purchase. All documentation relating to this Offer to Purchase, together with any updates, will be available via the Offer Website: www.dfking.com/honeywell.

In order to ensure timely delivery of the requested documents, requests should be made no later than five business days before the applicable Early Participation Date or the applicable Expiration Date, as applicable.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This Offer to Purchase (including information incorporated herein by reference) contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including statements related to the proposed separation of Honeywell from Honeywell Aerospace and the planned sale of the Productivity Solutions and Services and Warehouse and Workflow Solutions businesses. Forward-looking statements are those that address activities, events, or developments that we or our management intend, expect, project, believe, or anticipate will or may occur in the future. They are based on management’s assumptions and assessments in light of past experience and trends, current economic and industry conditions, expected future developments, and other relevant factors, many of which are difficult to predict and outside of our control, including Honeywell’s current expectations, estimates, and projections regarding the proposed separation of Honeywell from Honeywell Aerospace and the planned sale of the Productivity Solutions and Services and Warehouse and Workflow Solutions businesses. They are not guarantees of future performance, and actual results, developments, and business decisions may differ significantly from those envisaged by our forward-looking statements, including the proposed separation of Honeywell from Honeywell Aerospace and the planned sale of the Productivity Solutions and Services and Warehouse and Workflow Solutions businesses, and the anticipated benefits of each. We do not undertake to update or revise any of our forward-looking statements, except as required by applicable securities law. Our forward-looking statements are also subject to material risks and uncertainties, including ongoing macroeconomic and geopolitical risks, such as changes in or application of trade and tax laws and policies, including the impacts of tariffs and other trade barriers and restrictions, lower GDP growth or recession in the U.S. or globally, supply chain disruptions, capital markets volatility, inflation, and certain regional conflicts, which can affect our performance in both the near- and long-term. In addition, no assurance can be given that any plan, initiative, projection, goal, commitment, expectation, or prospect set forth in this Form 10-K can or will be achieved. These forward-looking statements should be considered in light of the information included in this Offer to Purchase, including, in particular, the factors discussed within the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2025, and the description of trends and other factors in Management’s Discussion and Analysis of Financial Condition and Results of Operations set forth in our Annual Report on Form 10-K for the year ended December 31, 2025 and in our other filings with the SEC.

THE TENDER OFFERS

Terms of the Tender Offers

We are making a tender offer for the Dollar Securities set forth in Table 1 on the cover page of this Offer to Purchase and for the Euro Securities set forth in Table 2 on the cover page of this Offer to Purchase.

The aggregate purchase price of Securities we will purchase in the Tender Offers (excluding the accrued and unpaid interest on such Securities and as converted as described below) is limited to the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable.

Subject to applicable law, we reserve the right, but are not obligated, to (i) increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount or (ii) decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount. Any such increase or decrease may be made on the basis of Securities validly tendered through the applicable Early Participation Date and promptly announced on the business day immediately following the applicable Early Participation Date. Any such increase or decrease may be made without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law. We will announce any increase or decrease in the Dollar Total Maximum Amount or the Euro Total Maximum Amount by a press release. In the event of any such increase or decrease, we may, but shall not be obligated (except as required by applicable law) to, extend one or more of the applicable Early Participation Date, Withdrawal Date, Reference Yield Determination Date, Early Payment Date, Expiration Date and Final Payment Date.

Each Tender Offer is subject to the certain conditions (as described below under “—Conditions to the Tender Offer”), including the Financing Condition. We also reserve the right, in our sole and absolute discretion, subject to applicable law, to terminate one or both of the Tender Offers at any time prior to the applicable Expiration Date. Neither Tender Offer is conditioned on any minimum amount of Securities being tendered. Neither Tender Offer is conditioned on completion of the other, and each Tender Offer otherwise operates independently of the other Tender Offer. Securities validly tendered pursuant to each Tender Offer and accepted for purchase by Honeywell will be accepted for purchase based on the Acceptance Priority Levels, subject to the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, and may be subject to proration, each as further described below.

Total Consideration and Late Tender Offer Consideration

Holders must validly tender and not withdraw their Securities on or prior to the applicable Early Participation Date in order to be eligible to receive the applicable Total Consideration, which includes the applicable Early Participation Amount. Holders validly tendering their Securities after the applicable Early Participation Date and on or prior to the applicable Expiration Date will be eligible to receive only the Late Tender Offer Consideration and will not be eligible to receive the applicable Early Participation Amount.

The “Total Consideration” payable for each series of Securities will be a price per \$1,000 or €1,000 principal amount, as applicable, of such series of Securities validly tendered pursuant to the applicable Tender Offer on or prior to the applicable Early Participation Date, and accepted for purchase by us (subject to the Acceptance Priority Levels, the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, and proration, if any), equal to an amount in the currency in which the applicable Securities are denominated, calculated in accordance with Schedule C-1 or C-2, as applicable, that would reflect, as of the Early Payment Date or, to the extent we do not exercise our right to purchase the Securities on such Early Payment Date, as of the Final Payment Date:

- for each series of Dollar Securities, a yield to the applicable maturity date or par call date, as the case may be, in accordance with standard market practice, of such series of Securities equal to the sum of (a) the Reference Yield of the applicable Reference Security, determined at the Reference Yield Determination Date, plus (b) the applicable Fixed Spread for such series of Securities minus accrued and unpaid interest on such Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, such Payment Date;
- for each series of Make-Whole Euro Securities, a yield to the applicable maturity date, in accordance with standard market practice, of such series of Securities equal to the sum of (a) the Reference Yield of the

applicable Reference Security, determined at the Reference Yield Determination Date, plus (b) the applicable Fixed Spread for such series of Securities minus accrued and unpaid interest on such Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, such Payment Date, provided that if such Total Consideration is below €1,000, the Total Consideration will be €1,000; and

- for each series of Interpolated Rate Euro Securities, a yield to the applicable maturity date or par call date, as the case may be, in accordance with standard market practice, of such series of Securities equal to the sum of (a) the Reference Yield (corresponding to the applicable Interpolated Rate) determined at the Reference Yield Determination Date, plus (b) the applicable Fixed Spread for such series of Securities, in each case, minus accrued and unpaid interest on such Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, such Payment Date.

The applicable Total Consideration includes the Early Participation Amount for the applicable series of Securities.

The “Reference Yield” will be calculated in accordance with standard market practice and will correspond to:

- for each series of Dollar Securities and Make-Whole Euro Securities, the bid-side price of the applicable Reference Security for such series as displayed on the applicable Reference Page as set forth in Table 1 or Table 2, as applicable, on the cover page of this Offer to Purchase; and
- for each series of Interpolated Rate Euro Securities, the applicable Interpolated Rate (as defined below) for such series,

each as of the Reference Yield Determination Date. The “Reference Yield Determination Date” will be at 10:00 a.m., New York City time, on the first business day following the applicable Early Participation Date. If the Dealer Managers determine that the relevant Reference Page is not operational or is displaying inaccurate information at that time, the mid-market price of the applicable Reference Security, the bid-side price and/or offered-side price of the applicable Reference Security or the mid-market swap rate for the relevant euro swap transactions, as applicable, determined at or around the Reference Yield Determination Date shall be determined by such other means as Honeywell, in consultation with the Dealer Managers, may consider to be appropriate under the circumstances. We expect to announce each Reference Yield by press release shortly after its determination.

“Interpolated Rate” means:

- (i) in the case of the 4.125% Senior Notes due 2034, the rate, expressed as a percentage and rounded to the nearest 0.001% (with 0.0005 being rounded upwards), as determined by the Dealer Managers at the Reference Yield Determination Date, calculated by means of linear interpolation of the 8 Year Mid-Swap Rate and the 9 Year Mid-Swap Rate as follows: by (a) subtracting the 8 Year Mid-Swap Rate from the 9 Year Mid-Swap Rate and multiplying the result of such subtraction by the 4.125% Notes Weight (and rounding the result of such multiplication to the nearest 0.001%), and (b) adding the 8 Year Mid-Swap Rate to the final result of (a);

where “4.125% EUR Notes Weight” means the amount, expressed as a fraction, calculated by dividing the actual number of days from (and including) the date falling exactly 8 years after the applicable Payment Date to (but excluding) the applicable par call date (as described in the table on the cover page of this Offer to Purchase) of the 4.125% Senior Notes due 2034 by 365.

- (ii) in the case of the 3.750% Senior Notes due 2032, the rate, expressed as a percentage and rounded to the nearest 0.001% (with 0.0005 being rounded upwards), as determined by the Dealer Managers at the Reference Yield Determination Date, calculated by means of linear interpolation of the 5 Year Mid-Swap Rate and the 6 Year Mid-Swap Rate as follows: by (a) subtracting the 5 Year Mid-Swap Rate from the 6 Year Mid-Swap Rate and multiplying the result of such subtraction by the 3.750% EUR Notes Weight (and rounding the result of such multiplication to the nearest 0.001%), and (b) adding the 5 Year Mid-Swap Rate to the final result of (a);

where “3.750% EUR Notes Weight” means the amount, expressed as a fraction, calculated by dividing the actual number of days from (and including) the date falling exactly 5 years after the applicable Payment Date to (but excluding) the applicable par call date (as described in the table on the cover page of this Offer to Purchase) of the 3.750% Senior Notes due 2032 by 366.

(iii) in the case of the 3.750% Senior Notes due 2036, the rate, expressed as a percentage and rounded to the nearest 0.001% (with 0.0005 being rounded upwards), as determined by the Dealer Managers at the Reference Yield Determination Date, calculated by means of linear interpolation of the 9 Year Mid-Swap Rate and the 10 Year Mid-Swap Rate as follows: by (a) subtracting the 9 Year Mid-Swap Rate from the 10 Year Mid-Swap Rate and multiplying the result of such subtraction by the 3.750% EUR Notes Weight (and rounding the result of such multiplication to the nearest 0.001%), and (b) adding the 9 Year Mid-Swap Rate to the final result of (a);

where “3.750% EUR Notes Weight” means the amount, expressed as a fraction, calculated by dividing the actual number of days from (and including) the date falling exactly 9 years after the applicable Payment Date to (but excluding) the applicable par call date (as described in the table on the cover page of this Offer to Purchase) of the 3.750% Senior Notes due 2036 by 366.

(iv) in the case of the 3.375% Senior Notes due 2030, the rate, expressed as a percentage and rounded to the nearest 0.001% (with 0.0005 being rounded upwards), as determined by the Dealer Managers at the Reference Yield Determination Date, calculated by means of linear interpolation of the 3 Year Mid-Swap Rate and the 4 Year Mid-Swap Rate as follows: by (a) subtracting the 3 Year Mid-Swap Rate from the 4 Year Mid-Swap Rate and multiplying the result of such subtraction by the 3.375% EUR Notes Weight (and rounding the result of such multiplication to the nearest 0.001%), and (b) adding the 3 Year Mid-Swap Rate to the final result of (a);

where “3.375% EUR Notes Weight” means the amount, expressed as a fraction, calculated by dividing the actual number of days from (and including) the date falling exactly 3 years after the applicable Payment Date to (but excluding) the applicable par call date (as described in the table on the cover page of this Offer to Purchase) of the 3.375% Senior Notes due 2030 by 365.

(v) in the case of the 0.750% Senior Notes due 2032, the rate, expressed as a percentage and rounded to the nearest 0.001% (with 0.0005 being rounded upwards), as determined by the Dealer Managers at the Reference Yield Determination Date, calculated by means of linear interpolation of the 5 Year Mid-Swap Rate and the 6 Year Mid-Swap Rate as follows: by (a) subtracting the 5 Year Mid-Swap Rate from the 6 Year Mid-Swap Rate and multiplying the result of such subtraction by the 0.750% EUR Notes Weight (and rounding the result of such multiplication to the nearest 0.001%), and (b) adding the 5 Year Mid-Swap Rate to the final result of (a);

where “0.750% EUR Notes Weight” means the amount, expressed as a fraction, calculated by dividing the actual number of days from (and including) the date falling exactly 5 years after the applicable Payment Date to (but excluding) the applicable maturity date (as described in the table on the cover page of this Offer to Purchase) of the 0.750% Senior Notes due 2032 by 366.

The “Mid-Swap Rate” for any maturity means the mid-market swap rate for the relevant euro swap transactions having such maturity, as reported on the Bloomberg IRSB EU <GO> Page (or, if such screen is unavailable, a generally recognized source for swap rate quotations selected by the Dealer Managers), as determined by the Dealer Managers at the Reference Yield Determination Date.

The “Late Tender Offer Consideration” for each \$1,000 or €1,000 principal amount, as applicable, of Securities validly tendered pursuant to the Tender Offers after the applicable Early Participation Date and on or prior to the applicable Expiration Date and accepted for purchase by us (subject to the Acceptance Priority Levels, the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, and the proration, if any) will equal the applicable Total Consideration for that series of Securities minus the applicable Early Participation Amount.

In addition, holders who validly tender Securities that are accepted for purchase by us will receive a cash payment representing the Accrued Interest thereon from, and including, the last interest payment date to, but not including, the applicable Payment Date.

Our obligation to pay the applicable Total Consideration or the Late Tender Offer Consideration, as applicable, plus any Accrued Interest, is conditioned, among other things, on the satisfaction or waiver of certain conditions set forth under “—Conditions to the Tender Offers” below, including the Financing Condition. We reserve the right, in our sole and absolute discretion and in accordance with applicable law, to waive or modify any one or more of the conditions to the Tender Offers in whole or in part at any time on or prior to the date that any Securities are first accepted for purchase or to (i) increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount or (ii) decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount. Any such increase or decrease may be made on the basis of Securities validly tendered through the applicable Early Participation Date and promptly announced on the business day immediately following the applicable Early Participation Date. Any such increase or decrease may be made without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law. Neither Tender Offer is conditioned on any minimum amount of Securities being tendered. Neither Tender Offer is conditioned on completion of the other, and each Tender Offer otherwise operates independently of the other Tender Offer. Securities validly tendered and accepted for purchase by Honeywell will be accepted for purchase, based on the Acceptance Priority Levels, subject to the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, and proration, if any.

In the event of any dispute or controversy regarding the applicable Total Consideration, Reference Yield or Accrued Interest with respect to each series of Securities, the determination of the Dealer Managers shall be conclusive and binding, absent manifest error.

Prior to the Reference Yield Determination Date, holders of Securities may obtain a hypothetical quote of any Reference Yield (calculated as of a then-recent time) and the resulting hypothetical applicable Total Consideration by contacting any of the Lead Dealer Managers at the telephone numbers set forth on the back cover of this Offer to Purchase.

Proration and Acceptance Priority Levels

The Securities accepted for purchase will be accepted in accordance with their Acceptance Priority Levels (with 1 being the highest Acceptance Priority Level and 17 being the lowest Acceptance Priority Level (with respect to the Dollar Tender Offer) and 7 being the lowest Acceptance Priority Level (with respect to the Euro Tender Offer)), subject to the limitation that the overall aggregate purchase price to be paid for the Securities in the Tender Offers (excluding the accrued and unpaid interest on the Securities) will not exceed the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable.

Securities validly tendered on or before the applicable Early Participation Date having a higher Acceptance Priority Level will be accepted before any Securities validly tendered on or before the applicable Early Participation Date having a lower Acceptance Priority Level are accepted in each of the Tender Offers, and all Securities validly tendered after the applicable Early Participation Date having a higher Acceptance Priority Level will be accepted before any Securities tendered after the applicable Early Participation Date having a lower Acceptance Priority Level are accepted in the applicable Tender Offer, in each case subject to the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable. Securities validly tendered on or before the applicable Early Participation Date will be accepted for purchase in priority to other Securities tendered after the applicable Early Participation Date, even if such Securities tendered after the applicable Early Participation Date have a higher Acceptance Priority Level than Securities tendered on or before the applicable Early Participation Date.

Furthermore, if the amount of Securities validly tendered prior to or at the applicable Early Participation Date exceeds the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, holders of Securities that are validly tendered in a Tender Offer after the applicable Early Participation Date will not have any of their Securities accepted for purchase regardless of the Acceptance Priority Level of such Securities unless we increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable.

Subject to applicable law, we reserve the right, but are not obligated, to (i) increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount or (ii) decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount. Any such increase or decrease may be made on the basis of Securities validly tendered through the applicable Early Participation Date and promptly announced on the business day immediately following the

applicable Early Participation Date. Any such increase or decrease may be made without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law.

If we exercise our right, in our sole and absolute discretion, to purchase the Securities on an Early Payment Date and, on such Early Payment Date or on the Final Payment Date, there are sufficient remaining funds to purchase some, but not all, of the remaining tendered Securities in any Acceptance Priority Level without exceeding the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, we will accept for payment such tendered Securities on a prorated basis, with the proration factor for such Acceptance Priority Level depending on the aggregate principal amount of Securities of such Acceptance Priority Level validly tendered.

To avoid returning Securities to any holder that are not in an Authorized Denomination, if we accept some but not all validly tendered Securities of any Acceptance Priority Level, the amount of such Securities tendered by any holder will be multiplied by the applicable proration factor and rounded down to the nearest \$1,000 or €1,000 principal amount, as applicable, and the remainder will be returned to such holder; provided that if, after applying such proration factor, (i) the amount of Securities of any Acceptance Priority Level that would be tendered by such holder is less than the minimum Authorized Denomination for such Securities or (ii) such holder would be entitled to a return of a portion of tendered Securities that is less than the minimum Authorized Denomination for such Securities, then, at our discretion, we will either reject all of the Securities of such series tendered by such holder or accept all of the Securities of such series tendered by such holder without proration. Furthermore, in the case of the Euro Securities, if applicable, we will only accept validly tendered Euro Securities to the extent such proration would not result in us accepting less than the Authorized Denomination for such Euro Securities.

In the event tendered Securities are not accepted due to proration, an invalid tender or otherwise, or in the event of the termination of a Tender Offer, such Securities will be credited to appropriate accounts at the relevant Clearing System promptly following the Early Payment Date (if we exercise our right, in our sole and absolute discretion, to purchase the Securities on an Early Payment Date), the applicable Expiration Date or the termination of such Tender Offer, as applicable. If we exercise our right, in our sole and absolute discretion, to purchase the Securities on an Early Payment Date and, following such Early Payment Date and prior to the applicable Expiration Date, if we determine that a particular issue of Securities will under no circumstances be accepted in a Tender Offer due to the Acceptance Priority Level of such issue in relation to the Acceptance Priority Level of all other Securities validly tendered in such Tender Offer as of the Early Payment Date, we intend to promptly cause tendered Securities of that issue to be credited to appropriate accounts at the relevant Clearing System.

Payment of the Total Consideration or the Late Tender Offer Consideration, as applicable, and an amount equal to any Accrued Interest for Securities purchased pursuant to the Tender Offers will be made in cash on the applicable Payment Date. See “—Acceptance of Securities for Payment; Accrual of Interest.”

Purpose of the Tender Offers

We are making the Tender Offers to purchase certain outstanding debt issued by Honeywell, and, together with the Debt Redemptions (as defined below) to reduce our leverage in anticipation of the proposed Spin-Off (as defined below). Securities that are accepted in each Tender Offer will be purchased, retired and cancelled and will no longer remain outstanding obligations of Honeywell.

On March 6, 2026, Honeywell announced that it had issued a conditional notice of full redemption to redeem all €650,000,000 in outstanding principal amount of its 3.500% Senior Notes Due 2027. Promptly following the anticipated pricing of the Aerospace Notes, the Company also currently expects to issue a notice of full redemption to redeem all €750,000,000 in outstanding principal amount of its 2.250% Senior Notes Due 2028. If (i) the Redemption Condition for the conditional redemption of the 3.500% Notes is satisfied prior the applicable Redemption Date and (ii) the Company issues a notice of full redemption of the 2.250% Notes, to the extent such Securities have not previously been validly tendered and accepted for purchase in the Euro Tender Offer, such Securities will be redeemed on the applicable Redemption Date at the applicable Redemption Price. This Offer to Purchase does not constitute a notice of redemption of the 3.500% Notes or the 2.250% Notes. The conditional redemption of the 3.500% Notes is being made, and any redemption of the 2.250% Notes will be made, solely pursuant to separately issued notices of redemption delivered pursuant to the indenture governing such Securities. The statement of expectation relating to the redemption of the 2.250% Notes does not constitute an obligation to issue a notice of redemption, and the decision to issue any such notice of redemption and the selection of any

particular redemption date is in the Company's discretion. See "Certain Considerations—Market Volatility May Affect the Consideration Offered for the Securities" and "Certain Considerations—Special Considerations for Holders of 2.250% Notes and 3.500% Notes."

Procedures for Tendering Securities

All of the Securities are held in book-entry form through the facilities of the Clearing Systems. If you wish to tender your Securities in the Tender Offers, you should follow the applicable instructions below. Securities may be tendered only in the Authorized Denominations.

If you hold your Securities through a custodial entity, including a broker, dealer, bank or trust company or other nominee, in order to participate in either of the Tender Offers, you must instruct that custodial entity to participate on your behalf in accordance with the procedures described below. Please refer to any materials forwarded to you by such custodial entity to determine how you can timely instruct your custodian to take these actions. You should ask your custodian if you will be charged a fee to tender your Securities through the custodian or nominee. A separate instruction for each beneficial owner of Securities should be submitted due to the possible proration.

You must tender your Securities on or prior to the applicable Early Participation Date (in order to receive the applicable Total Consideration) or after that date and on or prior to the applicable Expiration Date (in order to receive the applicable Late Tender Offer Consideration), in accordance with the procedures described below.

If you need assistance with respect to the procedures for participating in the Tender Offers, you should contact the Information and Tender Agent, at the e-mail addresses and telephone numbers listed on the back cover page of this Offer to Purchase.

There is no letter of transmittal for this Offer to Purchase.

Procedures for Tendering Securities Held Through DTC

If you hold Securities through DTC and wish to tender them, you should follow the instructions below. Only Direct Participants in DTC may tender through DTC. Each holder of Securities that is not a Direct Participant in DTC must arrange for the Direct Participant through which it holds the relevant Securities to tender such Securities in accordance with the procedures below.

To participate in either of the Tender Offers, a Direct Participant must comply with DTC's ATOP procedures described below. In addition, the Information and Tender Agent must receive:

- a properly transmitted agent's message (as defined below under "—Tendering through DTC's ATOP"); and
- timely confirmation of a book-entry transfer of the tendered Securities into the Information and Tender Agent's applicable DTC account according to the procedure for book-entry transfer described below.

By taking these actions with respect to the Tender Offers, you and any custodial entity which holds your tendered Securities will be deemed to have agreed (i) to the terms and conditions of the Tender Offers as set forth in this Offer to Purchase and (ii) that we and the Information and Tender Agent may enforce the terms and conditions against you and your custodian.

The Information and Tender Agent will not accept any tender materials other than the Direct Participant's agent's message.

Tendering through DTC's ATOP

The Information and Tender Agent will establish an account at DTC with respect to the Securities held through DTC for purposes of the Tender Offers, and any financial institution that is a Direct Participant may make book-entry delivery of Securities by causing DTC to transfer such Securities into the Information and Tender Agent's account in accordance with DTC's procedures for such transfer.

The Information and Tender Agent and DTC have confirmed that the Securities held in book-entry form through DTC that are to be tendered in the Tender Offers are eligible for ATOP. To effectively tender Securities eligible for ATOP that are held through DTC, Direct Participants are required to electronically transmit their acceptance through ATOP. DTC will then verify the acceptance, execute a book-entry delivery to the Information and Tender Agent's account at DTC and send an agent's message to the Information and Tender Agent for its acceptance. The confirmation of a book-entry transfer into the Information and Tender Agent's account at DTC as described above is referred to herein as a "book-entry confirmation." Delivery of documents to DTC does not constitute delivery to the Information and Tender Agent.

The term "agent's message" means a message transmitted by DTC to, and received by, the Information and Tender Agent and forming a part of the book-entry confirmation, which states that DTC has received an express acknowledgment from the Direct Participant described in such agent's message, stating that such participant has received and agrees to be bound by the terms and conditions of the Tender Offers as set forth in this Offer to Purchase, and that we may enforce such agreement against such participant.

If you desire to tender your Securities by the applicable Early Participation Date or applicable Expiration Date through ATOP, you should note that you must allow sufficient time for completion of the ATOP procedures during the normal business hours of DTC on such date.

Procedures for Tendering Securities Held Through Clearstream or Euroclear

If you hold Securities through Clearstream or Euroclear and wish to tender them, you should follow the instructions below. We will only accept tenders of Securities through Clearstream or Euroclear by way of the submission by you of valid electronic tender and blocking instructions ("Tender Instructions"), in the form required by the relevant Clearing System and in accordance with the procedures set forth below.

Only Direct Participants may submit Tender Instructions to Clearstream or Euroclear. Each holder of Securities that is not a Direct Participant must arrange for the Direct Participant through which it holds the relevant Securities to submit a Tender Instruction on its behalf to Clearstream or Euroclear, as applicable, by the deadlines specified by such Clearing System.

You are advised to check with any custodian or nominee, or other intermediary through which you hold Securities, whether such entity would require the receipt of instructions to participate in, or notice of a revocation of your instruction to participate in, the Tender Offers before the deadlines specified in this Offer to Purchase. **The deadlines set by your custodian or nominee, or by Clearstream and Euroclear, for the submission and revocation of Tender Instructions may be earlier than the relevant deadlines specified in this Offer to Purchase.**

Tender Instructions. The term "Tender Instructions" means revocable instructions: (i) to block any attempt to transfer a holder's Securities on or prior to the applicable Payment Date and (ii) to debit the holder's account on the applicable Payment Date in respect of the Securities that have been tendered by the holder. To be valid, a Tender Instruction must specify:

- the event or reference number issued by Clearstream or Euroclear;
- the name of the Direct Participant and the securities account number in which the Securities the holder wishes to tender are held;
- the ISIN of such Securities;
- the principal amount of the relevant Securities the holder wishes to tender; and
- any other information as may be required by Clearstream or Euroclear and duly notified to the tendering holder prior to the submission of the Tender Instruction.

The tendering of any series of Securities in the Tender Offers will be deemed to have occurred upon receipt by the Information and Tender Agent, via Clearstream or Euroclear, as applicable, of a valid Tender Instruction in

accordance with the requirements of such Clearing System. The receipt of such Tender Instruction by Clearstream or Euroclear, as applicable, will be acknowledged in accordance with the standard practices of such Clearing System and will result in the blocking of the Securities in such Clearing System so that no transfers may be effected in relation to such Securities.

You must take the appropriate steps through Clearstream or Euroclear, as applicable, so that no transfers may be effected in relation to such blocked Securities at any time after the date of submission of such Tender Instruction, in accordance with the requirements of such Clearing System and the deadlines required by such Clearing System.

Holders of Securities are responsible for informing themselves of these deadlines and arranging for timely delivery of Tender Instructions to Clearstream or Euroclear.

By submitting a Tender Instruction, holders authorize Clearstream and Euroclear, as applicable, to disclose the identity of the Direct Participant to the Information and Tender Agent, Honeywell and the Dealer Managers. All of the Securities tendered by the holder will be debited from the holder's account, unless a lesser portion of such Securities are accepted by us.

In the event we terminate the one or both of the Tender Offers prior to the applicable Payment Date, as notified to Clearstream or Euroclear by the Information and Tender Agent, the instructions will be automatically withdrawn.

By taking these actions with respect to the Tender Offers, you and any custodial entity that holds your tendered Securities will be deemed to have agreed (i) to the terms and conditions of the Tender Offers as set forth in this Offer to Purchase and (ii) that we and the Information and Tender Agent may enforce the terms and conditions against you and your custodian.

General Provisions

The method of delivery of Securities and all other documents or instructions including, without limitation, any agent's message or Tender Instructions, as applicable, is at your risk. A tender of Securities held through DTC will be deemed to have been received only when the Information and Tender Agent receives (i) a duly completed agent's message through ATOP and (ii) confirmation of book-entry transfer of the Securities into the Information and Tender Agent's applicable DTC account. A tender of Securities held through Clearstream or Euroclear, as applicable, will be deemed to have been received only when the Information and Tender Agent receives valid Tender Instructions through the relevant Clearing System in accordance with the requirements of such Clearing System. In all cases, tenders will only be accepted in the Authorized Denominations and, if you tender less than all your Securities, you must continue to hold Securities in the Authorized Denominations. No alternative, conditional or contingent tenders will be accepted.

A separate instruction must be submitted for each beneficial owner of Securities due to possible proration.

All questions as to the form of all documents and the validity and eligibility (including time of receipt) and acceptance of tenders and withdrawals of Securities will be determined by us, in our sole discretion, which determination shall be final and binding. Alternative, conditional or contingent tenders will not be considered valid. We reserve the absolute right to reject any or all tenders of Securities that are not in proper form or the acceptance of which would, in our opinion, be unlawful. We also reserve the right to waive any defects, irregularities or conditions of tender as to particular Securities. A waiver of any defect or irregularity with respect to the tender of one Security shall not constitute a waiver of the same or any other defect or irregularity with respect to the tender of any other Security except to the extent we may otherwise so provide. Our interpretations of the terms and conditions of each Tender Offer will be final and binding on all parties. Tenders of Securities shall not be deemed to have been made until any defects or irregularities have been waived by us or cured within a time period that we will determine. None of Honeywell, the Dealer Managers, the Information and Tender Agent or any other person will be under any duty to give notice of any defects or irregularities in tenders of Securities, or will incur any liability to you for failure to give any such notice.

No Guaranteed Delivery

We have not provided guaranteed delivery provisions in connection with the Tender Offers. Securities being tendered and any agent's message or Tender Instructions, as applicable, must be delivered to the Information and Tender Agent in accordance with the procedures described above, on or prior to the applicable Early Participation Date (in order for you to receive the applicable Total Consideration) or after that date and on or prior to the applicable Expiration Date (in order for you to receive the Late Tender Offer Consideration).

Your Representations and Warranties; Honeywell's Acceptance Constitutes an Agreement

A tender of Securities under the procedures described above will constitute your acceptance of the terms and conditions of the Tender Offers. In addition, by instructing your custodian to tender your Securities in the Tender Offers, you are representing, warranting and agreeing that:

- you have received a copy of this Offer to Purchase and agree to be bound by all the terms and conditions of each Tender Offer and have undertaken an appropriate analysis of the implications of the Tender Offers without reliance on any of Honeywell, the Dealer Managers or the Information and Tender Agent;
- you have full power and authority to tender, sell, assign and transfer your Securities;
- you have assigned and transferred the Securities to the Information and Tender Agent and irrevocably constitute and appoint the Information and Tender Agent as your true and lawful agent and attorney-in-fact to cause your Securities to be tendered in the Tender Offers, that power of attorney being irrevocable and coupled with an interest;
- your Securities are being tendered, and will, when accepted by the Information and Tender Agent, be free and clear of all charges, liens, restrictions, claims, equitable interests and encumbrances, other than the claims of a holder under the express terms of the Tender Offers;
- all authority conferred or agreed to be conferred pursuant to these representations and warranties and your obligations in relation to such tender of Securities shall be binding upon your successors, assigns, heirs, executors, administrators, trustee in bankruptcy and legal representatives and shall not be affected by your death or incapacity;
- if you are tendering Securities held through Clearstream or Euroclear and you are a Direct Participant, by blocking the relevant Securities in the applicable Clearing System you will be deemed to consent to such Clearing System providing details concerning your identity to the Information and Tender Agent (and for the Information and Tender Agent to provide such details to Honeywell, the Dealer Managers, and their respective legal advisors);
- if you are tendering Securities held through Clearstream or Euroclear, you hold and will hold, until the time of settlement on the applicable Payment Date, the relevant Securities in the relevant Clearing System and such Securities are blocked in the relevant Clearing System and, in accordance with the requirements of, and by the deadline required by, such Clearing System, you have submitted, or caused to be submitted, the Tender Instruction to such Clearing System and you have authorized the blocking of the tendered Securities with effect on and from the date of such submission so that, at any time pending the transfer of such Securities on the applicable Payment Date to Honeywell or to the Information and Tender Agent on its behalf, no transfers of such Securities may be effected;
- we may amend or terminate one or both of the Tender Offers or postpone acceptance for payment of, or the payment for, Securities tendered under the circumstances described in this Offer to Purchase;
- your Securities may only be withdrawn by written notice of withdrawal received by the Information and Tender Agent at any time prior to the applicable Withdrawal Date, but not thereafter, and you acknowledge that we may (i) increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount or (ii) decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount, in our sole and absolute

discretion and in accordance with applicable law, but in each case, without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law;

- you are not a person to whom it is unlawful to make an invitation to tender pursuant to the Tender Offers under applicable law, and you have observed (and will observe) the laws of all relevant jurisdictions in connection with your tender;
- you have received and reviewed and accept the distribution restrictions set forth herein under “Offer Restrictions”;
- you are not a resident of and/or located in the United Kingdom or, if you are a resident of and/or located in the United Kingdom, you are a (i) person who has professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Promotion Order; or (ii) a high net worth entity or other persons to whom this Offer to Purchase and any other documents and/or materials relating to the Tender Offer may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons in (i) and (ii) together being referred to as “Relevant Persons”);
- you are not a resident of and/or located in France, or if you are a resident of and/or located in France, you are a qualified investor (*investisseur qualifié*) as defined in Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended (the “Prospectus Regulation”) and in accordance with Article L.411-2, 1° of the French Monetary and Financial Code (*Code monétaire et financier*);
- you are not a resident of and/or located in Belgium or, if you are a resident of and/or located in Belgium, you are a qualified investor (*investisseur qualifié/gekwalificeerde belegger*) within the meaning of Article 2(e) of the Prospectus Regulation acting on its own account, and you are not a consumer (*consommateur/consument*) within the meaning of the Belgian Code of Economic Law (*Code de droit économique/Wetboek van economisch recht*), as amended or replaced from time to time;
- you, and any beneficial owner of the Securities or any other person on whose behalf you are acting, are not a resident of and/or located in the Republic of Italy (“Italy”), or, if a resident of and/or located in Italy, are, or are tendering the Securities through, an authorized person (such as an investment firm, bank or financial intermediary permitted to conduct such activities in Italy in accordance with Legislative Decree No. 58 of February 24, 1998, as amended, (the “Financial Services Act”), *Commissione Nazionale per le Società e la Borsa* (“CONSOB”) Regulation No. 20307 of February 15, 2018, as amended, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations and with any requirements imposed by CONSOB, the Bank of Italy or any other Italian authority;
- you are not a resident of and/or located in any European Economic Area (“EEA”) Member State (each, a “Relevant State”), or, if you are a resident of and/or located in any Relevant State, you are a “qualified investor” within the meaning of Article 2(e) of the Prospectus Regulation; and
- you will, upon our request or the request of the Information and Tender Agent, as applicable, execute and deliver any additional documents necessary or desirable to complete the tender of the Securities.

Any custodial entity that holds your validly tendered Securities, by delivering, or causing to be delivered, the Securities and the completed agent’s message or Tender Instructions, as applicable, to the Information and Tender Agent is representing and warranting that you, as owner of the Securities, have represented, warranted and agreed to each of the above.

Tenders of Securities pursuant to the procedures described above, and acceptance thereof by us, will constitute a binding agreement between you and us upon the terms and subject to the conditions of the Tender Offers described in this Offer to Purchase, including the Financing Condition, which agreement will be governed by the laws of the State of New York. By submitting any agent’s message or Tender Instruction, the relevant holder will irrevocably and unconditionally agree for the benefit of Honeywell, the Dealer Managers, the Information and Tender Agent that the courts of New York are to have nonexclusive jurisdiction to settle any disputes that may arise out of or in

connection with the Tender Offers or such Tender Instruction and that, accordingly, any suit, action or proceeding arising out of or in connection with the foregoing may be brought in such courts.

By tendering Securities pursuant to the Tender Offers, you will be deemed to have agreed that the delivery and surrender of the Securities is not effective, and the risk of loss of the Securities does not pass to the Information and Tender Agent, until receipt by the Information and Tender Agent of the items listed above together with all accompanying evidences of authority and any other required documents in form satisfactory to us. In all cases, you should allow sufficient time to assure delivery to the Information and Tender Agent on or prior to the applicable Early Participation Date or the applicable Expiration Date, as the case may be.

By tendering Securities pursuant to the Tender Offers, you will be deemed to have made the representations and warranties set forth herein, including that you are not a person to whom it is unlawful to make an invitation to tender under applicable law, and you have observed (and will observe) the laws of all relevant jurisdictions in connection with your tender, that you have full power and authority to tender, sell, exchange, assign and transfer the Securities tendered thereby, that you have complied with the short tendering rule described under “—Compliance with ‘Short Tendering’ Rule” below, and that when such Securities are accepted for exchange by us, we will acquire good title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim or right. You will also be deemed to have agreed to, upon request, execute and deliver any additional documents deemed by the Information and Tender Agent or by us to be necessary or desirable to complete the sale, assignment and transfer of the Securities tendered thereby.

Backup Withholding and Information Reporting

For a summary of backup withholding and information reporting rules applicable to tendering holders, see “Certain U.S. Federal Income Tax Consequences.”

Withdrawal of Tenders

With respect to each Tender Offer, you may withdraw validly tendered Securities at any time prior to the applicable Withdrawal Date, but not afterwards. If a Tender Offer is terminated without our having purchased any Securities pursuant to the offer, whether before or after the applicable Expiration Date, we will promptly return the Securities tendered pursuant to the offer to the tendering holder. Tendered Securities may only be withdrawn in the Authorized Denominations and Securities that remain tendered must be in the Authorized Denominations.

Subject to applicable law, we reserve the right, but are not obligated, to (i) increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount or (ii) decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount. Any such increase or decrease may be made on the basis of Securities validly tendered through the applicable Early Participation Date and promptly announced on the business day immediately following the applicable Early Participation Date. Any such increase or decrease may be made without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law.

For a withdrawal of Securities held through DTC to be effective, the Information and Tender Agent must timely receive, prior to the applicable Withdrawal Date, an agent’s message specifying the name of the tendering holder, a description of the Securities to be withdrawn, the amount of such Securities to be withdrawn and the number of the account at DTC to be credited with the withdrawn Securities, and you must otherwise comply with DTC procedures. If the Securities to be withdrawn have been delivered or otherwise identified to the Information and Tender Agent, an agent’s message is effective immediately upon receipt by the Information and Tender Agent of the agent’s message even if re-transfer by DTC book-entry is not immediately effected.

For a withdrawal of Securities held through Clearstream or Euroclear to be effective, you must submit an electronic withdrawal instruction, prior to the applicable Withdrawal Date, in accordance with the requirements of the applicable Clearing System, and the deadlines required by such Clearing System in order to unblock the tendered Securities. To be valid, such withdrawal instruction must specify the Securities to which the original Tender Instructions related, the securities account to which such Securities are to be credited and any other information required by Clearstream or Euroclear, as applicable. Tendered Securities may not be unblocked by your instruction unless you are entitled to withdrawal rights pursuant to the terms of the Tender Offers.

If you tendered your Securities through a custodial entity and wish to withdraw your Securities, you will need to make arrangements for withdrawal with your custodian or nominee. Your ability to withdraw the tender of your Securities will depend upon the terms of the arrangements you have made with your custodian or nominee and, if your custodian or nominee is not the Direct Participant tendering those Securities, the arrangements between your custodian and such Direct Participant, including any arrangements involving intermediaries between your custodian and such Direct Participant.

The Information and Tender Agent will return to holders tendering through DTC all Securities in respect of which it has received valid withdrawal instructions on or prior to the applicable Withdrawal Date promptly after it receives such instructions. Clearstream or Euroclear, as applicable, will unblock all Securities in the tendering holder's account in respect of which such Clearing System has received valid electronic withdrawal instructions prior to the applicable Withdrawal Date and the deadlines required by such Clearing System.

Holders may not rescind their withdrawal of tenders of Securities, and any Securities properly withdrawn will thereafter be deemed not validly tendered for purposes of the Tender Offers. Properly withdrawn Securities may, however, be re-tendered by following one of the procedures described under “—Procedures for Tendering Securities” above at any time on or prior to the applicable Expiration Date.

Holders can withdraw the tender of their Securities only in accordance with the foregoing procedures. All questions as to the form and validity (including time of receipt) of any notice of withdrawal will be determined by us, in our sole and absolute discretion, which shall be final and binding. None of Honeywell, the Dealer Managers, the Information and Tender Agent or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal or incur any liability for failure to give any such notification.

If we are delayed in our acceptance for purchase of, or payment for, any Securities or are unable to accept for purchase or pay for Securities for any reason, then, without prejudice to our rights hereunder, tendered Securities may be retained by the Information and Tender Agent on our behalf and may not be validly withdrawn (subject to Rule 14e-1 under the Exchange Act, which requires that we pay the consideration offered or return the Securities deposited by or on behalf of the holders promptly after the termination or withdrawal of a Tender Offer).

Conditions to the Tender Offers

Notwithstanding any other term of each Tender Offer, and in addition to (and not in limitation of) our right to extend and amend one or both of the Tender Offers at any time, in our sole and absolute discretion, we will not be required to accept for payment or, subject to applicable rules and regulations of the SEC including Rule 14e-1(c) under the Exchange Act, pay for, and may delay the acceptance for payment of, or subject to the restriction referred to above, the payment for, any tendered Securities, and, subject to applicable law, we may terminate one or both of the Tender Offers as provided in this Offer to Purchase before the acceptance of such Securities, unless the conditions set forth below are satisfied prior to the applicable Expiration Date.

Financing Condition

The obligation of Honeywell to accept for purchase, and to pay for, the Securities validly tendered in each Tender Offer is conditioned upon the receipt, prior to the applicable Expiration Date, by Honeywell of (i) a Cash Distribution from Aerospace and (ii) an aggregate principal amount of Exchange Notes that together, in the aggregate, are sufficient to (x) fund the payment of the Total Consideration or Late Tender Offer Consideration, as applicable (and as such amounts may be amended) up to the Dollar Total Maximum Amount and the Euro Total Maximum Amount, as applicable, and Accrued Interest due to holders of relevant Securities tendered in each Tender Offer, (y) satisfy the 2026 Term Loan and (z) pay applicable fees and expenses relating to the foregoing, which is collectively referred to herein as the “Financing Condition.”

General Conditions

As a condition to each Tender Offer, each of the following conditions (the “General Conditions”) shall have been satisfied prior to the applicable Expiration Date:

- Honeywell shall not have publicly announced that it will not pursue the consummation of the Spin-Off;

- there shall not have been any change or development that in our reasonable judgment materially reduces the anticipated benefits of one or both of the Tender Offers to us or that has had, or could reasonably be expected to have, a material adverse effect on us, our businesses, condition (financial or otherwise) or prospects;
- there shall not have been instituted, pending or threatened in writing any action, proceeding or investigation by or before any governmental authority, including any court, governmental, regulatory or administrative branch or agency, tribunal or instrumentality, that relates in any manner to one or both of the Tender Offers and that in our reasonable judgment makes it advisable to us to terminate one or both of the Tender Offers;
- no trustee for any of the Securities shall have objected in any respect to or taken any action that could, in our reasonable discretion, adversely affect the consummation of one or both of the Tender Offers or shall have taken any action that challenges the validity or effectiveness of the procedures used by us in the making of one or both of the Tender Offer or the acceptance of, or payment for, the Securities;
- we shall have obtained all governmental approvals and third-party consents which we, in our reasonable judgment, consider necessary for the completion of the Tender Offers as contemplated by this Offer to Purchase and all such approvals or consents shall remain in effect; and
- there shall not have occurred:
 - any general suspension of or limitation on prices for trading in securities in the United States securities or financial markets;
 - any significant changes in the prices for the Securities or a material impairment in the trading market for debt securities generally;
 - any disruption in the trading of our common stock;
 - any significant adverse change in the United States currency exchange rates or securities or financial markets generally or, in the case of any of the foregoing existing on the date hereof, a material acceleration, escalation or worsening thereof;
 - a declaration of a banking moratorium or any suspension of payments with respect to banks in the United States; or
 - a commencement or significant worsening of a war or armed hostilities or other national or international calamity, including, but not limited to, catastrophic terrorist attacks against the United States or its citizens.

We also reserve the right to amend or terminate one or both of the Tender Offers and to reject the tender of any Securities not previously accepted for tender, if the Financing Condition or any of the General Conditions specified above are not satisfied. In addition, we reserve the right, at any time or at various times prior to the applicable Expiration Date, to waive the Financing Condition and any General Conditions to one or both of the Tender Offers, in whole or in part. We will give oral or written notice (with any oral notice to be promptly confirmed in writing) of any amendment, non-acceptance, termination or waiver to the Information and Tender Agent as promptly as practicable, followed by a timely press release.

The conditions listed above are for our sole benefit and we may assert them regardless of the circumstances giving rise to any of these conditions. We may waive these conditions, in our sole discretion, in whole or in part, at any time and from time to time with regard to one or both of the Tender Offers. A failure on our part to exercise any of the above rights shall not constitute a waiver of that right, and that right shall be considered an ongoing right which we may assert at any time and from time to time.

Additional Purchases of Securities

We reserve the right, in our absolute discretion, to purchase or make offers to purchase any Securities that remain outstanding subsequent to the applicable Expiration Date and, to the extent permitted by applicable law and subject to market conditions, to purchase any Securities through open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise, upon such terms and at such prices as we or our affiliates, as applicable, may determine, which may be more or less than the price to be paid for such Securities pursuant to each Tender Offer and could be for cash or other consideration. Alternatively, we may, subject to certain conditions, redeem any or all of the Securities not purchased pursuant to the Tender Offers at any time that we, are permitted to do so pursuant to the terms of such Securities and the indenture governing such Securities. In particular, on March 6, 2026, Honeywell announced that it had issued a conditional notice of full redemption to redeem all €650,000,000 in outstanding principal amount of its 3.500% Senior Notes Due 2027. Promptly following the pricing of the Aerospace Notes, the Company also currently expects to issue a notice of full redemption to redeem all €750,000,000 in outstanding principal amount of its 2.250% Senior Notes Due 2028. If (i) the Redemption Condition for the conditional redemption of the 3.500% Notes is satisfied prior the applicable Redemption Date and (ii) the Company issues a notice of full redemption of the 2.250% Notes, to the extent such Securities have not previously been validly tendered and accepted for purchase in the Euro Tender Offer, such Securities will be redeemed on the applicable Redemption Date at the applicable Redemption Price. The applicable Redemption Date may occur shortly after the Final Expiration Date. This Offer to Purchase does not constitute a notice of redemption of the 3.500% Notes or the 2.250% Notes. The conditional redemption of the 3.500% Notes is being made, and any redemption of the 2.250% Notes will be made, solely pursuant to separately issued notices of redemption delivered pursuant to the indenture governing such Securities. The statement of expectation relating to the redemption of the 2.250% Notes does not constitute an obligation to issue a notice of redemption, and the decision to issue any such notice of redemption and the selection of any particular redemption date is in the Company's discretion. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) we or our affiliates, as applicable, may choose to pursue in the future. Any such redemption or purchase may result in holders of Securities of any series receiving compensation that is higher or lower than the applicable Late Tender Offer Consideration or Total Consideration for such series. No purchase or offer to purchase Securities will be made except in accordance with applicable law. See "Certain Considerations—Treatment of Securities Not Tendered in the Tender Offers."

Acceptance of Securities for Payment; Transfer Taxes; Accrual of Interest

Acceptance of Securities for Payment. Upon the terms and subject to the Financing Condition and the General Conditions (including if a Tender Offer is extended or amended, the terms and conditions of any such extension or amendment) and applicable law, we will accept for payment, and thereby purchase, all Securities validly tendered, on or prior to the applicable Expiration Date, subject to the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, Acceptance Priority Levels and proration (if applicable) as described in this Offer to Purchase.

We will be deemed to have accepted for payment, and thereby to have purchased, validly tendered Securities if, as and when we give oral or written notice to the Information and Tender Agent of our acceptance of such Securities for purchase. We will announce acceptance for payment of the Securities. We will deposit with the Information and Tender Agent the amount of cash necessary to pay each holder of Securities that are accepted for purchase the applicable Total Consideration for Securities validly tendered at or prior to the applicable Early Participation Date and the applicable Late Tender Offer Consideration for Securities validly tendered after the applicable Early Participation Date and on or prior to the applicable Expiration Date, in each case together with any Accrued Interest in respect of such Securities.

We have no obligation to pay interest by reason of any delay by any Clearing System in making payment to holders of Securities.

We reserve the right, in our sole and absolute discretion and subject to Rule 14e-1(c) under the Exchange Act, to delay acceptance for payment of, or payment for, Securities if the Financing Condition or any General Conditions to one or both of the Tender Offers are not satisfied. See "—Conditions to the Tender Offers." In all cases, payment by the Clearing Systems to holders of consideration for Securities accepted for purchase pursuant to the Tender Offers will be made only after timely receipt by the Information and Tender Agent of an agent's message and confirmation and a book-entry transfer of such Securities into the Information and Tender Agent's account at DTC,

or a valid Tender Instruction submitted to the Information and Tender Agent through the procedures of Clearstream or Euroclear, as applicable, as set forth under “—Procedures for Tendering Securities.”

If a Tender Offer is terminated or withdrawn, or the Securities subject to such Tender Offer are not accepted for payment, no consideration will be paid or payable to holders of those Securities. If any tendered Securities are not purchased pursuant to a Tender Offer for any reason, Securities tendered by book-entry transfer will be credited to the account maintained at the applicable Clearing System from which those Securities were delivered promptly following the applicable Expiration Date or termination of such Tender Offer. If we exercise our right, in our sole and absolute discretion, to purchase the Securities on an Early Payment Date and, following such Early Payment Date and prior to the applicable Expiration Date, if we determine that a particular issue of Securities will under no circumstances be accepted in a Tender Offer due to the Acceptance Priority Level of such issue in relation to the Acceptance Priority Level of all other Securities validly tendered in such Tender Offer as of the Early Payment Date, we intend to promptly cause tendered Securities of that issue to be credited to appropriate accounts at the relevant Clearing System.

We reserve the right to transfer or assign, in whole at any time or in part from time to time, to one or more of our affiliates, the right to purchase Securities validly tendered pursuant to the Tender Offers, but any such transfer or assignment will not relieve us of our obligations under the Tender Offers or prejudice the rights of tendering holders to receive consideration pursuant to the Tender Offers.

Holders will not be obligated to pay brokerage fees or commissions to Honeywell, the Information and Tender Agent or any Dealer Manager or with respect to our purchase of the Securities pursuant to the Tender Offers (except as indicated below in “—Transfer Taxes”). If you hold Securities through a custodial entity, you should consult that entity as to whether it charges any service fees. We will pay certain fees and expenses of the Dealer Managers, the Information and Tender Agent in connection with the Tender Offers. See “—Dealer Managers” and “—Information and Tender Agent.”

Transfer Taxes. We will pay all transfer taxes applicable to the purchase and transfer of Securities pursuant to the Tender Offers, except that if the payment of the applicable Total Consideration or Late Tender Offer Consideration, as the case may be, is being made to, or if Securities that are not tendered or not purchased in the Tender Offers are to be registered or issued in the name of, any person other than the holder of the Securities or the DTC participant in whose name the Securities are held on the books of DTC, or if a transfer tax is imposed for any reason other than the purchase of Securities under the Tender Offers, then the amount of any such transfer tax (whether imposed on the holder or any other person) will be payable by the tendering holder. If satisfactory evidence of payment of that tax or exemption from payment is not submitted, then the amount of that transfer tax will be deducted from the applicable Total Consideration or Late Tender Offer Consideration, as the case may be, otherwise payable to the tendering holder.

Accrued Interest. Holders who validly tender Securities that are accepted for payment will receive Accrued Interest. The payment of Accrued Interest by the Company on the applicable Payment Date will discharge the obligation of the issuer and any guarantor of such Securities to pay accrued and unpaid interest on such Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, the applicable Payment Date.

Under no circumstances will any additional interest be payable because of any delay by any Clearing System in the transmission of funds to the holders of purchased Securities or otherwise.

Extensions, Amendments and Termination

With respect to each Tender Offer, we reserve the right (but will not be obligated), in our sole and absolute discretion, at any time or from time to time, on or prior to the applicable Expiration Date, regardless of whether any of the events set forth in “—Conditions to the Tender Offers” above shall have occurred or shall have been determined by us to have occurred, to:

- waive any and all conditions to such Tender Offer, including the Financing Condition;

- extend one or more of the applicable Early Participation Date, applicable Withdrawal Date, Reference Yield Determination Date, Early Payment Date, applicable Expiration Date and Final Payment Date;
- otherwise amend such Tender Offer in any respect; or
- terminate such Tender Offer at any time, subject to applicable law,

in each case, by giving written notice of such waiver, extension, amendment or termination to the Information and Tender Agent. If we make a material change in the terms of one or both of the Tender Offers or the information concerning the Tender Offers or waive a material condition one or both of the Tender Offer, including the Financing Condition, we will disseminate additional materials relating to such Tender Offer and extend such Tender Offer and the applicable Early Participation Date to the extent required by law. We will publicly announce any waiver, extension, amendment or termination in the manner described under “—Announcements” below.

There can be no assurance that we will exercise our right to extend, terminate or amend the either of the Tender Offers. Irrespective of any amendment to either of the Tender Offers, all Securities previously tendered pursuant to the Tender Offers and not accepted for purchase will remain subject to the applicable Tender Offer and may be accepted thereafter for payment by us, except when such acceptance is prohibited by law.

Announcements

If we are required to make an announcement relating to an extension of the applicable Early Participation Date, applicable Withdrawal Date, Reference Yield Determination Date, Early Payment Date, applicable Expiration Date or Final Payment Date for the one or both of Tender Offers, to a waiver, amendment or termination of one or both of the Tender Offers, or to our acceptance for payment of the Securities, we will do so as promptly as practicable, and in the case of an extension of the applicable Expiration Date, no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled applicable Expiration Date. Announcements in connection with the Tender Offers will be made (i) by news release to a U.S. nationally recognized press service, (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants, and (iii) by delivery of notices to each exchange upon which a series of Securities is listed, to the extent required by the rules of such exchange. In addition, all documentation relating to the Offer to Purchase, together with any updates, will be available via the Offer Website: www.dfking.com/honeywell.

Information and Tender Agent

We have appointed D.F. King to act as Information and Tender Agent in connection with the Tender Offers.

Holders should direct questions, requests for assistance and requests for additional copies of this Offer to Purchase to the Information and Tender Agent at its e-mail addresses or telephone numbers listed on the back cover of this Offer to Purchase. All Securities must be tendered through DTC’s ATOP or through Clearstream or Euroclear, as applicable, and confirmation of eligibility will be made through the ATOP instruction process or the Tender Instructions received by Clearstream or Euroclear, as applicable.

Notwithstanding anything else contained in this Offer to Purchase or any other document in connection hereto, the Information and Tender Agent may refrain, without liability, from doing anything that would or might in its reasonable opinion be contrary to any law (including any economic or financial sanctions law (and including sanctions enforced by the U.S. Government (including, without limitation, the Office of Foreign Assets Control of the U.S. Department of the Treasury), the United Nations Security Council, the European Union, HM Treasury, or other relevant sanctions authority) (collectively Sanctions)) of any state or jurisdiction (including, but not limited to, United States of America or any jurisdiction forming a part of it, the European Union and England and Wales) or any directive or regulation (including any economic or sanctions directive or regulation (and including Sanctions)) of any agency of any such state or jurisdiction or may in its reasonable opinion result in the Information and Tender Agent becoming a target of the Sanctions and may, without liability, do anything which is, in its reasonable opinion, necessary to comply with any Sanctions or to avoid becoming a target of the Sanctions.

Dealer Managers

BofA Securities Inc., Goldman Sachs & Co. LLC and Morgan Stanley & Co. LLC are acting as the Dealer Managers, and in connection with the Tender Offers. The Dealer Managers will perform services customarily provided by investment banking firms acting as Dealer Managers of tender offers of a like nature, including, but not limited to, soliciting tenders of Securities pursuant to the Tender Offers and communicating generally regarding the Tender Offers with banks, brokers, custodians, nominees and other persons, including holders of Securities. We have agreed to indemnify the Dealer Managers against and contribute toward certain liabilities in connection with the Tender Offers, including certain liabilities under U.S. federal securities laws.

The Dealer Managers and their affiliates have rendered and may in the future render various investment banking, lending and commercial banking services and other advisory services to us and our subsidiaries. Certain of these relationships involve transactions that are material to us and our affiliates and for which the Dealer Managers have received or may receive significant fees. In addition, certain of the Dealer Managers or their affiliates serve as agents and lenders under certain of our existing credit facilities, and Honeywell and its affiliates enter into over the counter foreign exchange and interest rate swaps with certain of the Dealer Managers or their affiliates for risk mitigation purposes in the ordinary course of business. The Dealer Managers may from time to time hold or acquire Securities, shares of our common stock and other Honeywell securities in their proprietary accounts, and, to the extent they own or acquire Securities in these accounts at the time of the Tender Offers, the Dealer Managers may tender these Securities. The Dealer Managers may also tender Securities on behalf of other holders of Securities. Subject to applicable law, during the course of the Tender Offers, the Dealer Managers may trade shares of our common stock and other Honeywell securities for their own account or for the accounts of their customers. As a result, the Dealer Managers may hold a long or short position in our common stock and other Honeywell securities.

With respect to jurisdictions located outside of the United States, the offers may be conducted through affiliates of the Dealer Managers that are registered or licensed to conduct the offers in such jurisdictions. Neither the Dealer Managers nor their directors, employees or affiliates assumes any responsibility for the accuracy or completeness of the information contained in this Offer to Purchase concerning the Tender Offers or Honeywell or for any failure by Honeywell to disclose events that may have occurred and may affect the significance or accuracy of the information contained in this Offer to Purchase.

The Dealer Managers are acting exclusively for Honeywell and no one else in connection with the arrangements described in this Offer to Purchase and will not be responsible to anyone other than Honeywell for providing the protections afforded to customers of the Dealer Managers or for advising any other person in connection with the arrangements described in this Offer to Purchase.

Fees and Expenses

The expenses of soliciting tenders of the Securities will be borne by us. Tendering holders of Securities will not be required to pay any fee or commission to the Dealer Managers. However, if a tendering holder handles the transaction through its broker, dealer, commercial bank, trust company or other custodial entity, such holder may be required to pay brokerage fees or commissions to that entity.

Compliance with “Short Tendering” Rule

It is a violation of Rule 14e-4 under the Exchange Act for a person, directly or indirectly, to tender Securities for such person’s own account unless the person so tendering (a) has a net long position equal to or greater than the aggregate principal amount of the securities being tendered and (b) will cause such securities to be delivered in accordance with the terms of the Tender Offers. Rule 14e-4 provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person.

A tender of Securities in response to the Tender Offers under any of the procedures described above will constitute a binding agreement between the tendering holder and us with respect to such Tender Offer upon the terms and subject to the conditions of the applicable Tender Offer, including the tendering holder’s acceptance of the terms and conditions of such Tender Offer, as well as the tendering holder’s representation and warranty that (a) such holder has a net long position in the Securities being tendered pursuant to such Tender Offer within the meaning of Rule 14e-4 under the Exchange Act and (b) the tender of such Securities complies with Rule 14e-4.

CERTAIN CONSIDERATIONS

You should review carefully the considerations described below, as well as the other information contained in this Offer to Purchase before deciding whether to tender your Securities in the Tender Offers.

Potential Risks Associated with the Proposed Separation of Honeywell from Honeywell Aerospace

On February 6, 2025, Honeywell announced its intention to separate Honeywell from Honeywell Aerospace, into two independent, U.S. public companies, which is expected to be completed in the third quarter of 2026. Securities that remain outstanding following the Tender Offers may experience reduced liquidity and increased trading price volatility. Holders of Securities are strongly encouraged to consider the potential impact the proposed Spin-Off may have on the credit ratings, liquidity and trading price volatility for the Securities when deciding whether or not to tender Securities in the Tender Offers.

Limitations on Ability to Withdraw Securities

With respect to each Tender Offer, tendered Securities may be withdrawn at any time on or prior to the applicable Withdrawal Date, but not thereafter. Holders of Securities who tender their Securities after such applicable Withdrawal Date but on or prior to the applicable Expiration Date may not withdraw their tendered Securities. Therefore, you will not be able to withdraw tenders of your Securities at the time we establish how many, if any, of your Securities will be accepted as a result of the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, the Acceptance Priority Levels or proration.

Effect of the Tender Offers on Holders of Securities Tendered and Accepted in the Tender Offers

If your Securities are tendered and accepted, you will receive (a) the applicable Total Consideration, if your Securities were validly tendered on or prior to the applicable Early Participation Date or (b) the applicable Late Tender Offer Consideration, if your Securities were validly tendered after the applicable Early Participation Date and on or prior to the applicable Expiration Date, in each case per \$1,000 or €1,000 principal amount, as applicable, of Securities tendered and accepted, plus any Accrued Interest, but you will give up all rights and benefits associated with ownership of such Securities.

The aggregate purchase price paid for Securities accepted for payment in the Tender Offers (excluding the accrued and unpaid interest on such Securities) will be limited to the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable. See “The Tender Offers—Terms of the Tender Offers.”

Securities Tendered through Euroclear or Clearstream Will Be Subject to Transfer Restrictions upon Tender

When considering whether to tender Securities through Euroclear or Clearstream in the Tender Offers, you should take into account that restrictions on the transfer of the Securities will apply from the time of such tender. On tendering Securities through Euroclear or Clearstream, you agree that the relevant Securities will be blocked in the relevant account at the relevant Clearing System from the date that the tender of Securities is made until the

earlier of (i) the time of settlement on the applicable Payment Date and (ii) the date of any termination of the applicable Tender Offer (including where such Securities are not accepted by us for purchase) or on which any tender of Securities is withdrawn in accordance with the terms of such Tender Offer. If Honeywell withdraws or terminates a Tender Offer, any Securities tendered for purchase through Euroclear or Clearstream will not be purchased and will be unblocked by the relevant Clearing System.

Position Concerning the Tender Offers

None of Honeywell, our board of directors, the Dealer Managers, the Information and Tender Agent, or the trustees for any of the Securities, makes any recommendation to any holder whether to tender or refrain from tendering any or all of such holder’s Securities, and none of them has authorized any person to make any such recommendation. You are urged to evaluate carefully all information in this Offer to Purchase, consult your own investment and tax advisors and make your own decisions whether to tender Securities, and, if so, the principal amount of Securities to tender.

Conditions to the Consummation of the Tender Offers

The consummation of each Tender Offer is subject to the satisfaction of several conditions, including the Financing Condition and the absence of any change or development that in our reasonable judgment materially reduces the anticipated benefits to us of the Tender Offers or that has had, or could reasonably be expected to have, a material adverse effect on us, our businesses, condition (financial or otherwise) or prospects. Even if one or both of the Tender Offers are consummated, they may not be completed on the schedule or on the terms and conditions described in this Offer to Purchase. See “The Tender Offers—Conditions to the Tender Offers.” In addition, subject to applicable law, we may terminate one or both of the Tender Offers at any time prior to the applicable Expiration Date. There can be no assurance that such conditions will be met, that we will not terminate one or both of the Tender Offers, or that, in the event that either Tender Offer is not consummated, the market value and liquidity of the Securities subject to such Tender Offer will not be materially adversely affected.

Potential Change in the Dollar Total Maximum Amount or the Euro Total Maximum Amount

Subject to applicable law, we reserve the right, but are not obligated, to (i) increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount or (ii) decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount. Any such increase or decrease may be made on the basis of Securities validly tendered through the applicable Early Participation Date and promptly announced on the business day immediately following the applicable Early Participation Date. Any such increase or decrease may be made without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law.

We will promptly announce any increase or decrease in the Dollar Total Maximum Amount or the Euro Total Maximum Amount by a press release. In the event of any such increase or decrease, we may, but shall not be obligated (except as required by applicable law) to, extend one or more of the applicable Early Participation Date, applicable Withdrawal Date, Reference Yield Determination Date, Early Payment Date, applicable Expiration Date or Final Payment Date.

If we increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount after the applicable Early Participation Date and do not extend the applicable Early Participation Date, and you wish to participate in the Tender Offers after the applicable Early Participation Date, you will not receive the applicable Early Participation Amount.

We may decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount no later than the applicable Early Participation Date. If we decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount and do not extend the applicable Early Participation Date, holders of the applicable series of Securities may not be able to participate in the relevant Tender Offer after the applicable Early Participation Date.

Notwithstanding our reservation of the right to decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount described above, we will not make any such reduction below the principal amount of Securities validly tendered as of the applicable Withdrawal Date, unless we extend withdrawal rights as required by law.

Treatment of Securities Not Tendered in the Tender Offers

The Company has issued a conditional notice of full redemption to redeem all €650,000,000 in outstanding principal amount of the 3.500% Senior Notes. Promptly following the anticipated pricing of the Aerospace Notes, the Company also currently expects to issue a notice of full redemption to redeem all €750,000,000 in outstanding principal amount of the 2.250% Notes. If (i) the Redemption Condition for the conditional redemption of the 3.500% Notes is satisfied prior the applicable Redemption Date and (ii) the Company issues a notice of full redemption of the 2.250% Notes, to the extent such Securities have not previously been validly tendered and accepted for purchase in the Euro Tender Offer, such Securities will be redeemed on the applicable Redemption Date at the applicable Redemption Price.

This Offer to Purchase does not constitute a notice of redemption of the 3.500% Notes or the 2.250% Notes. The conditional redemption of the 3.500% Notes is being made, and any redemption of the 2.250% Notes will be made, solely pursuant to separately issued notices of redemption delivered pursuant to the indenture governing such Securities. The statement of expectation relating to the redemption of the 2.250% Notes does not constitute an

obligation to issue a notice of redemption, and the decision to issue any such notice of redemption and the selection of any particular redemption date is in the Company's discretion.

Except as noted above, Securities not tendered and purchased in the Tender Offers will remain outstanding. The terms and conditions governing the Securities, including the covenants and other protective provisions contained in any indenture, supplemental indenture or officers' certificate governing the Securities, will remain unchanged. No amendments to or consents under these documents are being sought.

Although, except as noted above, the Securities not purchased in the Tender Offers will remain outstanding following consummation of the Tender Offers, the purchase of Securities of any series in the Tender Offers may result in a smaller trading market for the remaining outstanding principal amount of such series of Securities, which may cause the market for such Securities to be less liquid and more sporadic, and market prices for such Securities may fluctuate significantly depending on the volume of trading in that series of Securities.

From time to time following completion or termination of the Tender Offers, we and our affiliates may acquire Securities (which may include the 3.500% Notes and the 2.250% Notes if such Securities are not redeemed as discussed above) that are not purchased in the Tender Offers through open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise, upon such terms and at such prices as we or they may determine, which may be more or less than the price to be paid for such Securities pursuant to the Tender Offers and could be for cash or other consideration, which could occur as soon as the Early Participation Date. Alternatively, we and our affiliates may, subject to certain conditions, redeem any or all of the Securities (which may include the 3.500% Notes and the 2.250% Notes if such Securities are not redeemed as discussed above) not purchased pursuant to the Tender Offers at any time that we or our affiliates, as applicable, are permitted to do so pursuant to the terms of such Securities and the indenture governing such Securities. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) we or our affiliates, as applicable, may choose to pursue in the future.

Limited Trading Market

Certain of the Securities are listed on the Nasdaq Stock Market LLC. Quotations for Securities that are not widely traded may differ from actual trading prices and should be viewed only as approximations. Holders are urged to contact their brokers with respect to current information regarding the Securities. To the extent that Securities are tendered and accepted in a Tender Offer, any existing trading market for the remaining Securities may become more limited. Holders of unpurchased Securities may attempt to obtain quotations for the Securities from their brokers; however, there can be no assurance that any trading market will exist for the Securities following consummation of the Tender Offers. The extent of the market for the Securities following consummation of the Tender Offers will depend upon the number of holders remaining at such time, the interest in maintaining a market in such Securities on the part of securities firms and other factors.

We intend to retire and cancel the Securities we purchase in the Tender Offers. A reduced trading volume may decrease the price and increase the volatility of the trading price of the Securities that remain outstanding following the Tender Offers. Consequently, the liquidity, market value and price volatility of Securities that remain outstanding following the Tender Offer may be adversely affected.

Market Volatility May Affect the Consideration Offered for the Securities

The consideration offered for the Securities pursuant to the Tender Offers is dependent upon the prices of certain U.S. Treasury securities, certain securities issued by foreign governments and swap rates for the relevant euro swap transactions. The price of the applicable U.S. Treasury security, or other foreign government security or swap, and therefore the applicable Total Consideration or Late Tender Offer Consideration, as applicable, may fluctuate significantly from the date of the Tender Offers to the Reference Yield Determination Date and from such Reference Yield Determination Date to the applicable Payment Date.

In addition, the Company has issued a conditional notice of full redemption to redeem all €650,000,000 in outstanding principal amount of the 3.500% Notes. Promptly following the anticipated pricing of the Aerospace Notes, the Company also currently expects to issue a notice of full redemption to redeem all €750,000,000 in outstanding principal amount of the 2.250% Notes. If (i) the Redemption Condition for the conditional redemption of the 3.500% Notes is satisfied prior the applicable Redemption Date and (ii) the Company issues a notice of full

redemption of the 2.250% Notes, to the extent such Securities have not previously been validly tendered and accepted for purchase in the Euro Tender Offer, such Securities will be redeemed on the applicable Redemption Date at the applicable Redemption Price. The Redemption Price payable on any applicable Redemption Date will be calculated in accordance with the terms of the 3.500% Notes and the 2.250% Notes using the same Reference Security and Fixed Spread as will be used to calculate the applicable Total Consideration or Late Tender Offer Consideration for such Euro Securities in the Euro Tender Offer. However, because the Redemption Price will be calculated later than the Reference Yield Determination Date, the applicable Redemption Price may differ significantly from the applicable Total Consideration and Late Tender Offer Consideration if the price of the applicable Reference Security fluctuates after the Reference Yield Determination Date. See also “Special Considerations for Holders of 2.250% Notes and 3.500% Notes” below.

This Offer to Purchase does not constitute a notice of redemption of the 3.500% Notes or the 2.250% Notes. The conditional redemption of the 3.500% Notes is being made, and any redemption of the 2.250% Notes will be made, solely pursuant to separately issued notices of redemption delivered pursuant to the indenture governing such Securities. The statement of expectation relating to the redemption of the 2.250% Notes does not constitute an obligation to issue a notice of redemption, and the decision to issue any such notice of redemption and the selection of any particular redemption date is in the Company’s discretion.

Special Considerations for Holders of 2.250% Notes and 3.500% Notes

The Company has issued a conditional notice of full redemption to redeem all €650,000,000 in outstanding principal amount of the 3.500% Notes. Promptly following the anticipated pricing of the Aerospace Notes, the Company also currently expects to issue a notice of full redemption to redeem all €750,000,000 in outstanding principal amount of the 2.250% Notes. If (i) the Redemption Condition for the conditional redemption of the 3.500% Notes is satisfied prior the applicable Redemption Date and (ii) the Company issues a notice of full redemption of the 2.250% Notes, to the extent such Securities have not previously been validly tendered and accepted for purchase in the Euro Tender Offer, such Securities will be redeemed on the applicable Redemption Date at the applicable Redemption Price. The Redemption Price payable on any applicable Redemption Date will be calculated in accordance with the terms of the 3.500% Notes and the 2.250% Notes using the same Reference Security and Fixed Spread as will be used to calculate the applicable Total Consideration and Late Tender Offer Consideration for such Euro Securities in the Euro Tender Offer. However, because the applicable Late Tender Offer Consideration does not include the applicable Early Participation Amount, Holders of 3.500% Notes and 2.250% Notes that validly tender their Securities after the applicable Early Participation Date and before the applicable Expiration Date will, if such Securities are accepted for purchase, receive less than the applicable Redemption Price for such Securities that they would have received if such Securities are subsequently redeemed. In addition, although the applicable Total Consideration and Later Tender Offer Consideration will be calculated using the same Reference Security and Fixed Spread as will be used to calculate Redemption Price payable on any applicable Redemption Date, the methodology of such calculation will differ from that used to calculate the applicable Redemption Price. As a result, Holders of 3.500% Notes and 2.250% Notes may receive less or more than they would have if such Total Consideration and Later Tender Offer Consideration were calculated in accordance with the methodology that will be used to calculate the Redemption Price payable on any applicable Redemption Date.

This Offer to Purchase does not constitute a notice of redemption of the 3.500% Notes or the 2.250% Notes. The conditional redemption of the 3.500% Notes is being made, and any redemption of the 2.250% Notes will be made, solely pursuant to separately issued notices of redemption delivered pursuant to the indenture governing such Securities. The statement of expectation relating to the redemption of the 2.250% Notes does not constitute an obligation to issue a notice of redemption, and the decision to issue any such notice of redemption and the selection of any particular redemption date is in the Company’s discretion.

The Consideration Offered for the Securities Does Not Necessarily Reflect the Fair Value of the Securities

The consideration offered for the Securities pursuant to the Tender Offers does not reflect any independent valuation of such Securities and does not take into account events or changes in financial markets (including interest rates) after the commencement of the Tender Offers. We have not obtained or requested a fairness opinion from any banking or other firm as to the fairness of the consideration offered for the Securities. If a holder tenders Securities, such holder may or may not receive more or as much value than if it chose to keep them.

The Amount of Securities that Will Be Accepted for Purchase Is Uncertain

Depending on the aggregate principal amount of Securities validly tendered as of the applicable Early Participation Date and the applicable Expiration Date, and the aggregate purchase price that would be paid for such Securities, such tendered Securities may or may not be accepted for purchase, in whole or in part. The Securities accepted for purchase will be accepted in accordance with their Acceptance Priority Levels (with 1 being the highest Acceptance Priority Level and 17 being the lowest Acceptance Priority Level (with respect to the Dollar Tender Offer) and 7 being the lowest Acceptance Priority Level (with respect to the Euro Tender Offer)), subject to the limitation that the maximum aggregate purchase price to be paid for the Securities in each of the Tender Offers (excluding the accrued and unpaid interest on such Securities) will not exceed the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable. Securities validly tendered on or before the applicable Early Participation Date having a higher Acceptance Priority Level will be accepted before any Securities validly tendered on or before the applicable Early Participation Date having a lower Acceptance Priority Level are accepted in each of the Tender Offers, and all Securities validly tendered after the applicable Early Participation Date having a higher Acceptance Priority Level will be accepted before any Securities tendered after the applicable Early Participation Date having a lower Acceptance Priority Level are accepted in the applicable Tender Offer, in each case subject to the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable. Securities validly tendered on or before the applicable Early Participation Date will be accepted for purchase in priority to other Securities tendered after the applicable Early Participation Date, even if such Securities tendered after the applicable Early Participation Date have a higher Acceptance Priority Level than Securities tendered on or before the applicable Early Participation Date. Furthermore, if the amount of Securities validly tendered prior to or at the applicable Early Participation Date exceeds the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, holders of Securities that are validly tendered in a Tender Offer after the applicable Early Participation Date will not have any of their Securities accepted for purchase regardless of the Acceptance Priority Level of such Securities unless we increase the Total Maximum Amount.

Subject to applicable law, we reserve the right, but are not obligated, to (i) increase the Dollar Total Maximum Amount or the Euro Total Maximum Amount or (ii) decrease the Dollar Total Maximum Amount or the Euro Total Maximum Amount. Any such increase or decrease may be made on the basis of Securities validly tendered through the applicable Early Participation Date and promptly announced on the business day immediately following the applicable Early Participation Date. Any such increase or decrease may be made without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights, except as required by applicable law.

If we exercise our right, in our sole and absolute discretion, to purchase the Securities on an Early Payment Date and, on such Early Payment Date or on the Final Payment Date, there are sufficient remaining funds to purchase some, but not all, of the remaining tendered Securities in any Acceptance Priority Level without exceeding the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, we will accept for payment such tendered Securities on a prorated basis, with the proration factor for such Acceptance Priority Level depending on the aggregate principal amount of Securities of such Acceptance Priority Level validly tendered.

To avoid returning Securities to any holder that are not in an Authorized Denomination, if we accept some but not all validly tendered Securities of any Acceptance Priority Level, the amount of such Securities tendered by any holder will be multiplied by the applicable proration factor and rounded down to the nearest \$1,000 or €1,000 principal amount, as applicable, and the remainder will be returned to such holder; provided that if, after applying such proration factor, (i) the amount of Securities of any Acceptance Priority Level that would be tendered by such holder is less than the minimum Authorized Denomination for such Securities or (ii) such holder would be entitled to a return of a portion of tendered Securities that is less than the minimum Authorized Denomination for such Securities, then, at our discretion, we will either reject all of the Securities of such series tendered by such holder or accept all of the Securities of such series tendered by such holder without proration.

In the event tendered Securities are not accepted due to proration, an invalid tender or otherwise, or in the event of the termination of a Tender Offer, such Securities will be credited to appropriate accounts at the relevant Clearing System promptly following the applicable Expiration Date or the confirmation by Honeywell that the maximum aggregate purchase price to be paid for the Securities in such Tender Offer has exceeded the Dollar Total Maximum Amount or the Euro Total Maximum Amount, as applicable, and that one or more series of Securities will not be accepted or will be subject to proration, or promptly following the termination of such Tender Offer, as applicable. If we exercise our right, in our sole and absolute discretion, to purchase the Securities on an Early Payment Date

and, following such Early Payment Date and prior to the applicable Expiration Date, if we determine that a particular issue of Securities will under no circumstances be accepted in a Tender Offer due to the Acceptance Priority Level of such issue in relation to the Acceptance Priority Level of all other Securities validly tendered in such Tender Offer as of the Early Payment Date, we intend to promptly cause tendered Securities of that issue to be credited to appropriate accounts at the relevant Clearing System.

In addition, except as required by applicable law, we may extend or otherwise amend the applicable Early Participation Date or applicable Expiration Date without extending the applicable Withdrawal Date or otherwise reinstating withdrawal rights. If holders tender more Securities than they expect to be accepted for purchase by Honeywell, such holders will not be able to withdraw any of their previously tendered Securities after the applicable Withdrawal Date. Accordingly, you should not tender any Securities that you do not wish to be accepted for purchase.

Holders Must Comply with the Offer Restrictions

Holders are referred to the offer restrictions in “Offer Restrictions” and the acknowledgements, representations, warranties and undertakings in “The Tender Offers—Procedures for Tendering Securities—Your Representations and Warranties; Honeywell’s Acceptance Constitutes an Agreement,” which you will be deemed to make on tendering Securities in the Tender Offers. By tendering your Securities, or instructing your custodian to tender your Securities, you are representing and warranting that you are not a person to whom it is unlawful to make an invitation to tender pursuant to the Tender Offers under applicable law, and you have observed (and will continue to observe) all laws of relevant jurisdictions in connection with your tender. Non-compliance with these could result in, among other things, the unwinding of trades and/or heavy penalties.

Certain Tax Considerations

See “Certain U.S. Federal Income Tax Consequences” for a discussion of certain U.S. federal income tax matters that should be considered in evaluating the Tender Offers.

SOURCE OF FUNDS

In connection with the proposed Aerospace Spin-Off, Honeywell has entered into the 2026 Term Loan Credit Agreement and borrowed the full amount of the 2026 Term Loan. The aggregate principal amount of the 2026 Term Loan is \$6.0 billion. The 2026 Term Loan bears interest at a rate of either (x) term SOFR plus an applicable margin that varies from 0.875% to 1.125% per annum based on Honeywell's public debt rating for its long-term senior unsecured debt or (y) a base rate, plus an applicable margin 100 basis points less than the applicable margin for term SOFR advances (but not less than zero). The 2026 Term Loan will mature on March 31, 2026. Honeywell intends to use the proceeds of the 2026 Term Loan to partially fund the Tender Offers and the Honeywell Debt Redemptions.

Concurrently with the commencement of the Tender Offers, Aerospace announced a private offering of Aerospace Notes (consisting of the New Money Notes and the Exchange Notes). Aerospace intends to use the proceeds from the offering of the New Money Notes, among other uses, to make a Cash Distribution to Honeywell, as partial consideration for the contribution of assets by Honeywell to Aerospace in connection with the Spin-Off, in an amount expected to equal to approximately \$9.1 billion on or prior to the completion of the Spin-Off. Honeywell intends to use the Cash Distribution to fund the remainder of the Tender Offers and the Honeywell Debt Redemptions and for other debt retirements and intends to use cash on hand to pay related transaction fees.

The Exchange Notes will initially be issued by Aerospace to Honeywell as partial consideration for the contribution of assets by Honeywell to Aerospace in connection with the Spin-Off. Following the incurrence of the 2026 Term Loan, Honeywell expects to enter into an Exchange Agreement, pursuant to which, immediately prior to the closing of the Aerospace Notes offerings, Honeywell would transfer and deliver the Exchange Notes to affiliates of the 2026 Term Loan Lenders in their capacity as selling noteholders, pursuant to the Exchange Agreement, in satisfaction of all or a portion of the principal amount outstanding under the 2026 Term Loan. The offering of the Exchange Notes is conditioned upon Honeywell entering into, and performing its obligations under, the Exchange Agreement. Honeywell has no obligation to, and may in its sole discretion decide not to, enter into the Exchange Agreement.

The Aerospace Notes will initially be guaranteed on a senior unsecured basis by Honeywell. Honeywell will be automatically and unconditionally released and discharged from all future obligations under its guarantees at such time as the Spin-Off has been completed. If the Spin-Off is not consummated, the Aerospace Notes will remain outstanding, guaranteed on a senior unsecured basis by Honeywell.

This Offer to Purchase is not an offer of any Aerospace Notes. The Aerospace Notes offering is being made solely pursuant to a private offering memorandum.

On March 6, 2026, Honeywell announced that it had issued a conditional notice of full redemption to redeem the Honeywell Conditional Redemption Notes and promptly following the anticipated pricing of the Aerospace Notes, it expects to issue a notice of full redemption to redeem the 2.250% Notes. If the Redemption Condition is satisfied, the Redemption Date for the Honeywell Conditional Redemption Notes other than the 3.500% Notes will be March 16, 2026 and the Redemption Date for the 3.500% Notes will be April 10, 2026 and, if we issue a notice of redemption to redeem the 2.250% Notes, the Redemption Date for such 2.250% Notes is expected to be 30 days after such notice is issued. The Honeywell Redemption Notes will be redeemed at a Redemption Price that includes an applicable "make-whole" premium for each series of Honeywell Redemption Notes, plus any interest accrued and unpaid to, but not including, the applicable Redemption Date. The total aggregate principal amount of Honeywell Redemption Notes called for redemption in the Honeywell Debt Redemptions is expected to be \$3.9 billion (with respect to the Honeywell Redemption Notes denominated in U.S. dollars) and €1.4 billion (with respect to the Honeywell Redemption Notes denominated in Euros) assuming no such Securities are validly tendered and accepted for purchase in the Euro Tender Offer. Up to €650,000,000 of the 3.500% Notes and €750,000,000 of the 2.250% Notes are also included in the Euro Tender Offer. To the extent Securities are validly tendered and accepted for purchase in the Euro Tender Offer, they will not be included in the Honeywell Debt Redemptions.

This Offer to Purchase does not constitute a notice of redemption of the Honeywell Redemption Notes. The Honeywell Debt Redemptions are being made or will be made solely pursuant to separately issued notices of redemption delivered pursuant to the indenture governing the Honeywell Redemption Notes. The statement of expectation relating to the redemption of the 2.250% Notes does not constitute an obligation to issue a notice of redemption, and the decision to issue any such notice of redemption and the selection of any particular redemption

date is in the Company's discretion. See "Certain Considerations—Market Volatility May Affect the Consideration Offered for the Securities" and "Certain Considerations—Special Considerations for Holders of 2.250% Notes and 3.500% Notes."

OFFER RESTRICTIONS

This Offer to Purchase does not constitute an offer or an invitation to participate in the Tender Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable laws. The distribution of this Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this Offer to Purchase comes are required by Honeywell, the Dealer Managers, and the Information and Tender Agent to inform themselves about and to observe any such restrictions.

United Kingdom

The communication of this Offer to Purchase and any other documents or materials relating to the Tender Offers is not being made by, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. In the United Kingdom, this Offer to Purchase and any other documents or materials relating to the Tender Offers are directed only at Relevant Persons. In the United Kingdom, any investment or investment activity to which this Offer to Purchase relates will be available only to, and engaged in only with, Relevant Persons. Any person in the United Kingdom who is not a Relevant Person should not act or rely on this Offer to Purchase or any of its contents.

France

Neither the Tender Offers, nor this Offer to Purchase nor any other documents or offering materials or this Offer to Purchase relating to the Tender Offers have been distributed or caused to be distributed and will not be distributed or caused to be distributed in France, other than to qualified investors (*investisseurs qualifiés*) as defined in Article 2(e) of the Prospectus Regulation and in accordance with Article L.411-2, 1° of the French Monetary and Financial Code (*Code monétaire et financier*), as amended from time to time. This Offer to Purchase has not been and will not be submitted to the clearance procedures of the *Autorité des marchés financiers* and, more generally no prospectus (including any amendment, supplement or replacement thereto) has been prepared in connection with the Tender Offers or this Offer to Purchase that has been approved by the AMF.

Belgium

The Tender Offers do not constitute a public offering within the meaning of Articles 3, §1, 1° and 6, §1, of the Belgian Law of April 1, 2007 on public takeover bids (*loi relative aux offres publiques d'acquisition/wet op de openbare overnamebiedingen*), as amended or replaced from time to time (the “Belgian Takeover Law”). The Tender Offers are exclusively conducted under applicable private placement exemptions and have therefore not been, and will not be, notified to, and neither this Offer to Purchase nor any other document or material relating to the Tender Offers have been, or will be, approved by the Belgian Financial Services and Markets Authority (*Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten*). Accordingly, the Tender Offers, this Offer to Purchase, any memorandum, information circular, brochure or any similar documents or materials relating to the Tender Offers may not, have not and will not be advertised, offered, distributed or made available, directly or indirectly, to any person located and/or resident in Belgium other than (i) to persons who are qualified investors (*investisseurs qualifiés/gekwalificeerde beleggers*) within the meaning of Article 2(e) of the Prospectus Regulation, as referred to in Article 6, §3, 1° of the Belgian Takeover Law, who are acting on their own account, and who are not consumers (*consommateurs/consumenten*) within the meaning of the Belgian Code of Economic Law (*Code de droit économique/Wetboek van economisch recht*), as amended or replaced from time to time, or (ii) in other circumstances which do not constitute a public offering in Belgium pursuant to the Belgian Takeover Law. This Offer to Purchase has been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Tender Offers. Accordingly, the information contained herein may not be used for any other purpose or disclosed to any other person in Belgium.

Italy

None of the Tender Offers, this Offer to Purchase or any other documents or materials relating to the Tender Offers has been or will be submitted to the clearance procedure of the CONSOB, pursuant to applicable Italian laws and regulations.

The Tender Offers are being carried out in Italy as exempted offers pursuant to article 101-*bis*, paragraph 3-*bis* of the Financial Services Act and article 35-*bis*, paragraph 4 of CONSOB Regulation No. 11971 of May 14, 1999, as amended.

Holders or beneficial owners of the Securities that are a resident of and/or located in Italy can tender the Securities for purchase through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of February 15, 2018, as amended, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations and with any requirements imposed by CONSOB, the Bank of Italy or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Securities or the Tender Offers.

European Economic Area

In any Relevant State, this Offer to Purchase and any other documents or materials relating to the Tender Offers are only addressed to and are only directed at qualified investors within the meaning of the Prospectus Regulation, in that Relevant State. Each person in a Relevant State who receives any communication in respect of the Tender Offers contemplated in this Offer to Purchase and any other documents or materials relating to the Offers will be deemed to have represented, warranted and agreed to and with the Dealer Managers and the Company that it is a qualified investor within the meaning of Article 2(e) of the Prospectus Regulation.

General Notice to Investors

The Tender Offers do not constitute an offer to buy or the solicitation of an offer to sell Securities in any circumstances in which such offer or solicitation is unlawful. We are not aware of any jurisdiction where the making of the Tender Offers is not in compliance with the laws of such jurisdiction. If we become aware of any jurisdiction where the making of the Tender Offers would not be in compliance with such laws, we will make a good faith effort to comply with any such laws or may seek to have such laws declared inapplicable to the Tender Offers. If, after such good faith effort, we cannot comply with any such applicable laws, the Tender Offers will not be made to the holders of Securities residing in each such jurisdiction.

In any jurisdictions where the securities or other laws require the Tender Offers to be made by a licensed broker or dealer and a Dealer Manager or, where the context so requires, an affiliate of a Dealer Manager, is a licensed broker or dealer in that jurisdiction, the Tender Offers shall be deemed to be made on behalf of the Company by such Dealer Manager or affiliate (as the case may be) in such jurisdiction.

By tendering your securities, or instructing your custodian to tender your securities, you are representing and warranting that you are not a person to whom it is unlawful to make an invitation to tender pursuant to the Tender Offers under applicable law, and you have observed (and will observe) all laws of relevant jurisdictions in connection with your tender, and are deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in “The Tender Offers—Procedures for Tendering Securities.” If you are unable to make these representations, your tender of Securities for purchase may be rejected. Each of Honeywell, the Dealer Managers, and the Information and Tender Agent reserves the right, in their absolute discretion, to investigate, in relation to any tender of Securities for purchase pursuant to the Tender Offers, whether any such representation given by a holder is correct and, if such investigation is undertaken and as a result, we determine (for any reason) that such representation is not correct, such tender may be rejected.

CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES

The following is a summary of certain U.S. federal income tax consequences that may be relevant to the participation in the Tender Offers by a U.S. holder (as defined below), or in certain cases to a beneficial owner of Securities that is a Non-U.S. holder (as defined below). The discussion is based on laws, regulations, rulings and decisions now in effect, all of which are subject to change, possibly with retroactive effect. The discussion does not cover all aspects of U.S. federal income taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on the disposition of Securities by, particular investors (including consequences under any alternative minimum tax or the Medicare tax on net investment income pursuant to the Health Care and Education Reconciliation Act of 2010), nor does it address special rules for the taxable year of inclusion of income for accrual basis taxpayers under Section 451(b) of the U.S. Internal Revenue Code of 1986, as amended (the “Code”), the effects of any U.S. federal tax laws other than U.S. federal income tax laws (such as estate and gift tax laws), or any state, local, or non-U.S. tax laws. The discussion does not address particular tax considerations that may be relevant to certain types of investors subject to special treatment under the U.S. federal income tax laws (such as dealers or traders in securities or currencies, banks or other financial institutions, insurance companies, individual retirement accounts and other tax-deferred accounts, tax-exempt organizations, entities classified as partnerships or the partners therein, persons holding Securities as a position in a “straddle,” hedging or conversion transaction, or as part of a “synthetic security” or other integrated financial transaction, U.S. citizens living abroad, persons who have ceased to be U.S. citizens or lawful permanent residents, nonresident alien individuals present in the United States for 183 days or more during the taxable year, holders that have a functional currency other than the U.S. dollar or holders of New Money Notes or Exchange Notes). This discussion assumes that you hold the Securities as “capital assets” within the meaning of Section 1221 of the Code.

As used herein, a “U.S. holder” is a beneficial owner of a Security that is, for U.S. federal income tax purposes, a citizen or resident of the U.S. or a U.S. domestic corporation or that otherwise will be subject to U.S. federal income taxation on a net income basis in respect of the Security. A “Non-U.S. holder” is a beneficial owner of a Security that is an individual, corporation, foreign estate, or foreign trust, that is not a U.S. holder.

THE SUMMARY OF U.S. FEDERAL INCOME TAX CONSEQUENCES SET FORTH BELOW IS FOR GENERAL INFORMATION ONLY. EACH HOLDER OF SECURITIES IS URGED TO CONSULT SUCH HOLDER’S TAX ADVISORS REGARDING THE POTENTIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE SALE OF THE SECURITIES IF SUCH HOLDER TENDERS SECURITIES IN THE OFFER TO PURCHASE, INCLUDING THE EXTENT TO WHICH SUCH HOLDER’S INDIVIDUAL CIRCUMSTANCES MAY AFFECT THE GENERAL RESULTS OUTLINED HEREIN, AS WELL AS OTHER UNITED STATES FEDERAL TAX CONSIDERATIONS AND THE CONSEQUENCES OF THE TAX LAWS OF ANY FOREIGN, STATE OR LOCAL TAXING JURISDICTION.

Sales of Dollar Securities

Sales of Dollar Securities pursuant to the Dollar Tender Offer generally will be taxable transactions for U.S. federal income tax purposes. Subject to the discussion of the market discount rules set forth below, upon the sale of a Dollar Security pursuant to the Dollar Tender Offer, a U.S. holder will recognize capital gain or loss in an amount equal to the difference between the amount of cash received (including the Early Participation Amount, but not including amounts received attributable to Accrued Interest, which will be taxed as ordinary income to the extent not previously included in income) and such U.S. holder’s adjusted tax basis in the Dollar Security at the time of sale. A U.S. holder’s adjusted tax basis in a Dollar Security generally will equal the amount paid for the Dollar Security, increased by the amount of any market discount that such U.S. holder elected to include in income currently as it accrues (as described below) and reduced by any bond premium previously amortized. U.S. holders who acquired their Dollar Securities other than for cash (including U.S. holders who acquired their Dollar Securities in exchange for our debt) should consult their own tax advisors with respect to the calculation of their adjusted basis in their Dollar Securities. Any capital gain or loss that a U.S. holder recognizes generally will be long-term capital gain or loss if such U.S. holder has held the Dollar Securities for more than one year on the date of the sale. Long-term capital gains of non-corporate U.S. holders (including individuals) are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations.

In general, if a U.S. holder acquired the Dollar Securities with market discount, any gain recognized pursuant to the sale of the Dollar Securities will be treated as ordinary income to the extent of the portion of the market discount that has accrued while such U.S. holder held the Dollar Securities, unless such U.S. holder has elected to include market discount in income currently as it accrues. Subject to a statutory *de minimis* exception, market discount is the excess (if any) of a Dollar Security's stated principal amount over a U.S. holder's tax basis in the Dollar Security immediately after its acquisition by such U.S. holder.

Sales of Euro Securities

Sales of Euro Securities pursuant to the Euro Tender Offer generally will be taxable transactions for U.S. federal income tax purposes. Subject to the discussion of the foreign currency and market discount rules set forth below, upon the sale of a Euro Security pursuant to the Euro Tender Offer, a U.S. holder will recognize capital gain or loss in an amount equal to the difference between the amount of cash received (including the Early Participation Amount, but not including amounts received attributable to Accrued Interest, which will be taxed as described below) and such U.S. holder's adjusted tax basis in the Euro Security at the time of sale. A U.S. holder's adjusted tax basis in a Euro Security generally will equal the U.S. dollar cost for the Euro Security, increased by the amount of any market discount that such U.S. holder has elected to include in income currently as it accrues (as described below) and reduced by any bond premium such U.S. holder has previously amortized. A U.S. holder's U.S. dollar cost for a Euro Security generally will equal the U.S. dollar value of the euro-denominated purchase price of that Euro Security, determined at the spot rate of exchange on the date of purchase of the Euro Security (or the settlement date of such purchase if the Euro Security was traded on an established securities market and the U.S. holder is either a cash basis or an electing accrual basis holder).

Any capital gain or loss that a U.S. holder recognizes generally will be long-term capital gain or loss if such U.S. holder has held the Euro Securities for more than one year on the date of the sale. Long-term capital gains of non-corporate U.S. holders (including individuals) are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations.

In general, if a U.S. holder acquired the Euro Securities with market discount, any gain recognized pursuant to the sale of the Euro Securities will be treated as ordinary income to the extent of the portion of the market discount that has accrued while such U.S. holder held the Euro Securities, unless such U.S. holder elected to include market discount in income currently as it accrues. If a U.S. holder elected to include market discount in income currently, upon the receipt of an amount attributable to accrued market discount, such U.S. holder may recognize U.S. source exchange gain or loss (which will be taxable as ordinary income or loss) determined in the same manner as for Accrued Interest (described below). If a U.S. holder did not elect to include market discount in income currently, the accrued market discount generally is converted into U.S. dollars based on the spot rate of exchange on the date that the Euro Securities are disposed of. Subject to a statutory *de minimis* exception, market discount is the excess (if any) of a Euro Security's stated principal amount over a U.S. holder's tax basis in the Euro Security immediately after its acquisition by such U.S. holder.

Gain or loss recognized generally will be treated as ordinary income or loss from U.S. sources to the extent that the gain or loss is attributable to changes in the exchange rate of euros to United States dollars during the period in which a U.S. holder held the Euro Security. This foreign currency gain or loss will not be treated as an adjustment to interest income received on the Euro Security. In addition, upon the sale of a Euro Security pursuant to the Euro Tender Offer, a U.S. holder that uses the accrual method may realize foreign currency gain or loss attributable to amounts received in respect of Accrued Interest. The amount of foreign currency gain or loss realized will, however, be limited to the amount of overall gain or loss realized on the disposition. For a U.S. holder that uses the accrual method and does not make the election described above, the foreign currency gain or loss may include amounts attributable to changes in exchange rates between the trade date and the settlement date.

Amounts received by a U.S. holder that are attributable to Accrued Interest will be taxable as ordinary income to the extent not previously included in income. The amount of income recognized by a cash basis U.S. holder will be the U.S. dollar value of the euro-denominated interest payment, based on the exchange rate in effect on the date of receipt. An accrual basis U.S. holder may determine the amount of income recognized with respect to an interest payment in accordance with either of two methods. Under the first method, the amount of income accrued will be based on the average exchange rate in effect during the interest accrual period (or, in the case of an accrual period

that spans two taxable years of a U.S. holder, the part of the period within the taxable year). Under the second method, the U.S. holder may elect to determine the amount of income accrued on the basis of the exchange rate in effect on the last day of the accrual period (or, in the case of an accrual period that spans two taxable years, the exchange rate in effect on the last day of the part of the period within the taxable year). Additionally, if a payment of interest is actually received within five business days of the last day of the accrual period, an electing accrual basis U.S. holder may instead translate the Accrued Interest into U.S. dollars at the exchange rate in effect on the day of actual receipt. Any such election will apply to all debt instruments held by the U.S. holder at the beginning of the first taxable year to which the election applies or thereafter acquired by the U.S. holder, and will be irrevocable without the consent of the Internal Revenue Service (“IRS”). Upon receipt of an interest payment, the accrual basis U.S. holder may recognize U.S. source exchange gain or loss (taxable as ordinary income or loss) equal to the difference, if any, between the amount actually received in respect of Accrued Interest and the amount previously accrued.

Reportable Transactions

A holder that participates in a “reportable transaction” will be required to disclose its participation to the IRS. The scope and application of these rules is not entirely clear. A holder may be required to treat a foreign currency exchange loss relating to a Euro Security as a reportable transaction if the loss equals or exceeds US\$50,000 in a single taxable year if the holder is an individual or trust, or higher amounts for other holders. In the event the disposition of a Euro Security constitutes participation in a “reportable transaction” for purposes of these rules, a holder will be required to disclose the reportable transaction to the IRS, currently on IRS Form 8886. Holders of Euro Securities should consult their tax advisors regarding the application of these rules.

Information Reporting and Backup Withholding

You may be subject to information reporting and backup withholding with respect to payments made pursuant to the Offer to Purchase unless: (i) you are a corporation or come within certain other exempt categories and demonstrate this fact when required, or (ii) in the case of backup withholding, you provide a correct taxpayer identification number, certify as to no loss of exemption from backup withholding and otherwise comply with applicable requirements of the backup withholding rules. Backup withholding is not an additional tax and the amount of any backup withholding will be allowed as a credit against your U.S. federal income tax liability and may entitle you to a refund, provided that the required information is furnished to the IRS in a timely manner. You should consult your tax advisor about these rules, including the procedures for establishing an exemption from backup withholding.

Non-U.S. Holders

A Non-U.S. holder will not be subject to U.S. federal income or withholding tax on the proceeds from the Tender Offers, including amounts treated as Accrued Interest, provided that the Non-U.S. holder (a) does not actually or constructively own 10 percent or more of the combined voting power of all classes of the Company stock and is not a controlled foreign corporation related to the Company through stock ownership, and (b) has provided a properly completed form W-8BEN or W-8BEN-E or other IRS Form W-8, signed under penalties of perjury, establishing its status as a Non-U.S. holder (or satisfies certain documentary evidence requirements for establishing that it is a Non-U.S. holder) and satisfying applicable requirements under rules addressing foreign account tax compliance. IRS forms may be obtained at the IRS website at www.irs.gov. If you provide an incorrect TIN, you may be subject to penalties imposed by the IRS.

SCHEDULE A

AUTHORIZED DENOMINATIONS

Title of Security	Security Identifier(s)	Authorized Denomination	
		Minimum Authorized Denominations	Integral Multiples
9.065% Senior Notes due 2033	<u>CUSIP</u> : 019512AM4 <u>ISIN</u> : US019512AM47	\$1,000	\$1,000
6.625% Senior Notes due 2028	<u>CUSIP</u> : 438506AS6 <u>ISIN</u> : US438506AS66	\$1,000	\$1,000
5.700% Senior Notes due 2036	<u>CUSIP</u> : 438516AR7 <u>ISIN</u> : US438516AR73	\$1,000	\$1,000
5.700% Senior Notes due 2037	<u>CUSIP</u> : 438516AT3 <u>ISIN</u> : US438516AT30	\$2,000	\$1,000
5.375% Senior Notes due 2041	<u>CUSIP</u> : 438516BB1 <u>ISIN</u> : US438516BB13	\$2,000	\$1,000
5.350% Senior Notes due 2064	<u>CUSIP</u> : 438516CU8 <u>ISIN</u> : US438516CU84	\$2,000	\$1,000
5.250% Senior Notes due 2054	<u>CUSIP</u> : 438516CT1 <u>ISIN</u> : US438516CT12	\$2,000	\$1,000
5.000% Senior Notes due 2033	<u>CUSIP</u> : 438516CK0 <u>ISIN</u> : US438516CK03	\$2,000	\$1,000
5.000% Senior Notes due 2035	<u>CUSIP</u> : 438516CS3 <u>ISIN</u> : US438516CS39	\$2,000	\$1,000
4.950% Senior Notes due 2031	<u>CUSIP</u> : 438516CR5 <u>ISIN</u> : US438516CR55	\$2,000	\$1,000
4.750% Senior Notes due 2032	<u>CUSIP</u> : 438516CZ7 <u>ISIN</u> : US438516CZ71	\$2,000	\$1,000
4.500% Senior Notes due 2034	<u>CUSIP</u> : 438516CM6 <u>ISIN</u> : US438516CM68	\$2,000	\$1,000
3.812% Senior Notes due 2047	<u>CUSIP</u> : 438516BS4 <u>ISIN</u> : US438516BS48	\$2,000	\$1,000
2.800% Senior Notes due 2050	<u>CUSIP</u> : 438516CA2 <u>ISIN</u> : US438516CA21	\$2,000	\$1,000

2.700% Senior Notes due 2029	<u>CUSIP</u> : 438516BU9 <u>ISIN</u> : US438516BU93	\$2,000	\$1,000
1.950% Senior Notes due 2030	<u>CUSIP</u> : 438516BZ8 <u>ISIN</u> : US438516BZ80	\$2,000	\$1,000
1.750% Senior Notes due 2031	<u>CUSIP</u> : 438516CF1 <u>ISIN</u> : US438516CF18	\$2,000	\$1,000
3.500% Senior Notes due 2027 [†]	<u>Common Code</u> : 262493865 <u>ISIN</u> : XS2624938655	€100,000	€1,000
2.250% Senior Notes due 2028 [†]	<u>Common Code</u> : 136602691 <u>ISIN</u> : XS1366026919	€100,000	€1,000
4.125% Senior Notes due 2034	<u>Common Code</u> : 255190342 <u>ISIN</u> : XS2551903425	€100,000	€1,000
3.750% Senior Notes due 2032	<u>Common Code</u> : 262493873 <u>ISIN</u> : XS2624938739	€100,000	€1,000
3.750% Senior Notes due 2036	<u>Common Code</u> : 277689006 <u>ISIN</u> : XS2776890068	€100,000	€1,000
3.375% Senior Notes due 2030	<u>Common Code</u> : 277688999 <u>ISIN</u> : XS2776889995	€100,000	€1,000
0.750% Senior Notes due 2032	<u>Common Code</u> : 212609404 <u>ISIN</u> : XS2126094049	€100,000	€1,000

[†] On March 6, 2026, Honeywell announced that it had issued a conditional notice of full redemption to redeem all €650,000,000 in outstanding principal amount of its 3.500% Notes. Promptly following the anticipated pricing of the Aerospace Notes, the Company also currently expects to issue a notice of full redemption to redeem all €750,000,000 in outstanding principal amount of its “2.250% Notes. If (i) the Redemption Condition for the conditional redemption of the 3.500% Notes is satisfied prior the applicable Redemption Date and (ii) the Company issues a notice of full redemption of the 2.250% Notes, to the extent such Securities have not previously been validly tendered and accepted for purchase in the Euro Tender Offer), such Securities will be redeemed on the applicable Redemption Date at the applicable Redemption Price. This Offer to Purchase does not constitute a notice of redemption of the 3.500% Notes or the 2.250% Notes. The conditional redemption of the 3.500% Notes is being made, and any redemption of the 2.250% Notes will be made, solely pursuant to separately issued notices of redemption delivered pursuant to the indenture governing such Securities. The statement of expectation relating to the redemption of the 2.250% Notes does not constitute an obligation to issue a notice of redemption, and the decision to issue any such notice of redemption and the selection of any particular redemption date is in the Company’s discretion. See “Certain Considerations—Market Volatility May Affect the Consideration Offered for the Securities” and “Certain Considerations—Special Considerations for Holders of 2.250% Notes and 3.500% Notes.”

SCHEDULE B-1

DOLLAR SECURITIES

9.065% Senior Notes due 2033

6.625% Senior Notes due 2028

5.700% Senior Notes due 2036

5.700% Senior Notes due 2037

5.375% Senior Notes due 2041

5.350% Senior Notes due 2064

5.250% Senior Notes due 2054

5.000% Senior Notes due 2033

5.000% Senior Notes due 2035

4.950% Senior Notes due 2031

4.750% Senior Notes due 2032

4.500% Senior Notes due 2034

3.812% Senior Notes due 2047

2.800% Senior Notes due 2050

2.700% Senior Notes due 2029

1.950% Senior Notes due 2030

1.750% Senior Notes due 2031

EURO SECURITIES

Make-Whole Euro Securities

3.500% Senior Notes due 2027

2.250% Senior Notes due 2028

Interpolated Rate Euro Securities

4.125% Senior Notes due 2034

3.750% Senior Notes due 2032

3.750% Senior Notes due 2036

3.375% Senior Notes due 2030

0.750% Senior Notes due 2032

SCHEDULE C-1

FORMULA FOR DETERMINING TOTAL CONSIDERATION FOR DOLLAR SECURITIES

YLD	=	The Repurchase Yield for the Tender Offer in respect of such series of Notes expressed as a decimal number.
CFi	=	The aggregate amount per \$1,000 principal amount scheduled to be paid on the Securities of such series on the “ith” out of the N remaining interest payment dates for the Securities, assuming for this purpose that the Notes of such series are redeemed on the par call date or paid down on the maturity date, as applicable.* Scheduled payments include interest and, on the par call date or maturity date, principal.
N	=	The number of remaining interest payment dates for the Securities of such series from, but excluding, the date of payment of the Total Consideration to and including their maturity date or the par call date, as applicable.* When “N” is based on the par call date, N need not be a whole number.
S	=	The number of days from and including the last interest payment date for the Securities of such series to but excluding the Final Payment Date (or Early Payment Date, if applicable). The number of days is computed using the 30/360 day-count method in accordance with market convention.
/	=	Divide. The term immediately to the left of the division symbol is divided by the term immediately to the right of the division symbol before any addition or subtraction operations are performed.
exp	=	Exponentiate. The term to the left of “exp” is raised to the power indicated by the term to the right of “exp.”
Σ k = 1	=	Summate. The term in the brackets to the right of the summation symbol is separately calculated “N” times (substituting for “i” in that term each whole number between 1 and N, inclusive), and the separate calculations are then added together.
Accrued Interest	=	Accrued and unpaid interest per \$1,000 principal amount of the Securities of such series from and including the last interest payment date for the Securities to, but excluding, the Final Payment Date (or Early Payment Date, if applicable).
Total Consideration	=	The price per \$1,000 principal amount of Notes (excluding Accrued Interest) for the Tender Offer in respect of such series of Securities. A tendering Holder will receive a total amount per \$1,000 principal amount (rounded to the nearest cent) equal to the Total Consideration plus Accrued Interest.
Formula for Total Consideration	=	$\sum_{i=1}^N \left[\frac{CF_i}{(1 + YLD/2)^{\exp(i - S/180)}} \right] - \text{Accrued Interest}$

Late Tender Offer Consideration = Total Consideration - Early Participation Amount

* If the Repurchase Yield as determined in accordance with this Offer to Purchase is less than the contractual annual rate of interest on a particular series of Securities, then the calculation will assume that the payments of such Securities are through the par call date of such Securities; if the Repurchase Yield as determined in accordance with this Offer to Purchase is higher than or equal to the contractual annual rate of interest on a particular series of Securities, then the calculation will assume that the payments of such Securities are through the maturity date of the Notes of such series.

FORMULA FOR DETERMINING TOTAL CONSIDERATION FOR EURO SECURITIES

YLD	=	The Repurchase Yield, which is the sum of the applicable Fixed Spread and the Reference Yield.
CF _i	=	The aggregate amount of cash per €1,000 principal amount scheduled to be paid on the “i th ” out of the N remaining cash payment dates, assuming for this purpose that the Euro Securities are redeemed on the maturity date or par call date, as applicable* (for Interpolated Rate Euro Securities) and on the maturity date (for Make-Whole Euro Securities).
N	=	The number of remaining cash payment dates from (but excluding) the applicable Payment Date to (and including) the maturity date or the par call date, as applicable, (for Interpolated Rate Euro Securities) or the maturity date (for Make-Whole Euro Securities).
S	=	The number of days from and including the annual interest payment date immediately preceding the applicable Payment Date up to, but excluding, such Payment Date. The number of days is computed using the actual/actual day-count method.
AD	=	Actual number of days from and including the annual interest payment date immediately preceding the applicable Payment Date up to, but not including, the interest payment date immediately following such Payment Date.
/	=	Divide. The term immediately to the left of the division symbol is divided by the term immediately to the right of the division symbol before any addition or subtraction operations are performed.
exp	=	Exponentiate. The term to the left of exponentiation symbol is raised to the power indicated by the term to the right of exponentiation symbol.
$\sum_{i=1}^N$	=	Summate. The term in the brackets to the right of the summation symbol is separately calculated “N” times (substituting for “i” in that term each whole number between 1 and N, inclusive of N, which may not be a whole number).
CPN	=	The contractual annual rate of interest payable on a Security, expressed as a decimal number.
Accrued Interest	=	Accrued and unpaid interest on the Euro Securities from, and including, the most recent interest payment date prior to the applicable Payment Date up to, but not including, the applicable Payment Date.
Total Consideration	=	The price per €1,000 principal amount of the Euro Securities being priced (excluding accrued and unpaid interest). Holders of Euro Securities that are validly tendered at or before the applicable Early Participation Date and accepted for purchase will be entitled to will be entitled to receive a total amount per €1,000 principal amount (rounded to the nearest cent) equal to the Total Consideration plus accrued and unpaid interest.**
Late Tender Offer Consideration	=	Total Consideration minus the Early Participation Amount.

$$\text{Formula for Total Consideration} = \sum_{i=1}^N \left[\frac{CF_i}{(1 + YLD)^{\exp(i - S/AD)}} \right] - \text{€1,000 (CPN) (S/AD)}$$

Note: For the avoidance of doubt, for the purposes of calculating both the Total Consideration and Late Tender Offer Consideration, the applicable Payment Date to be used for the calculation shall be the Early Payment Date or, to the extent we do not exercise our right to purchase the Securities on such Early Payment Date, the Final Payment Date. For the calculation of Accrued Interest, the relevant Payment Date for such payment shall be used.

* The applicable date to determine whether the Interpolated Rate Euro Securities are calculated based on the par call date or paid down on the maturity date corresponds to the dates defined under the applicable Interpolated Rate (page 15 and 16 of this Offer to Purchase).

** For the Make-Whole Euro Securities, if the calculation of the Total Consideration in connection with the Make-Whole Euro Securities is below €1,000, Total Consideration will instead reflect €1,000.

Any questions or requests for assistance or additional copies of this Offer to Purchase may be directed to the Information and Tender Agent at the addresses or telephone numbers set forth below. You may also contact your broker, dealer, commercial bank or trust company or other nominee for assistance concerning the Tender Offers.

The Information and Tender Agent for the Tender Offers is:

D.F. King

Email: honeywell@dfking.com

Offer Website: www.dfking.com/honeywell

In London

51 Lime Street
London, EC3M 7DQ
United Kingdom
Tel: + 44 (0)20 7920 9700

In New York

28 Liberty Street
New York, NY 10005 Banks and Brokers call: +1
(212) 784-6885
All others call (toll free): +1 (800) 967-5074

Any questions regarding the terms of the Tender Offers should be directed to the Lead Dealer Managers at the addresses and telephone numbers set forth below:

Dealer Managers

BofA Securities, Inc.

620 South Tryon Street, 20th
Floor Charlotte, North Carolina
28255 United States
Attention: Debt Advisory Group
Toll Free No.: +1 (888) 292-0070
Collect No.: +1 (980) 683-3215
Email: debt_advisory@bofa.com

For

Euro Securities
2 King Edward Street
London EC1A 1HQ
United Kingdom
Attention: Debt Advisory Group
Tel No.: +44 20 7996-5420
Email: DG.LM-EMEA@bofa.com

Goldman Sachs & Co. LLC

200 West Street
New York, New York 10282 United
States
Attention: Liability Management Group
Toll Free No.: +1 (800) 828-3182
Collect No.: +1 (212) 902-0220

Morgan Stanley & Co. LLC

1585 Broadway, Floor 4 New
York, New York 10036
United States
Attention: Liability Management
Group Toll Free No.: +1 (800) 624-
1808
Collect No.: +1 (212) 761-1057