

Charter of the Audit Committee of the Textron Inc. Board of Directors

(As amended, effective December 3, 2019)

The Audit Committee (the “Committee”) of the Board of Directors of Textron Inc. (the “Company”) shall consist of no fewer than three members. All members of the Committee shall be independent directors and shall satisfy the independence standards established by the New York Stock Exchange for directors and audit committee members, and shall be financially literate, each as determined by the Board. At least one member of the Committee shall be an “audit committee financial expert” as defined by the Securities and Exchange Commission (the “SEC”), as determined by the Board. No Committee member shall simultaneously serve on the audit committees of more than two other public companies, unless the Board of Directors determines that such service would not impair the member’s ability to effectively serve on the Committee. The Board of Directors, upon recommendation of the Nominating and Corporate Governance Committee, shall appoint the members of the Committee and its Chair and may remove members of the Committee in its sole discretion. Because effective service on the Committee requires a significant time commitment from its members, in making appointments to the Committee the Board of Directors will take into consideration the other obligations of prospective members, including service on other boards of directors and audit committees.

The purpose of the Committee shall be to (a) assist the Board of Directors with its oversight of (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independent auditor’s qualifications and independence, (iv) the performance of the Company’s internal audit function and independent auditor, and (v) risk management, and (b) prepare the audit committee report that SEC rules require be included in the Company’s annual proxy statement.

In furtherance of this purpose, the Committee shall have the following duties and responsibilities:

1. To be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report and performing other audit, review or attest services for the Company, including the retention or termination of the independent auditor. The independent auditor shall report directly to the Committee. The Committee shall pre-approve all auditing services (which may entail providing comfort letters in connection with securities underwritings), and all permissible non-audit services provided by the Company’s independent auditor, in accordance with the Company’s policy for pre-approval of services provided by the independent auditor.
2. To, at least annually, obtain and review a report by the independent auditor describing: the independent auditor’s internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits performed by the firm, and any steps taken to deal with any such issues.
3. To consider at least annually the independence of the independent auditor, and, consistent with the rules of the Public Company Accounting Oversight Board, obtain and review a report by the independent auditor describing any relationships between the independent auditor, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the independent auditor’s independence and discuss with the independent auditor the potential effects of any such relationships on independence.
4. To oversee the rotation of the members of the audit engagement team as required by law or as otherwise desirable and the independent auditor’s process for the orderly transition of audit engagement team members.
5. To meet to review and discuss the Company’s annual audited financial statements and Form 10-K and the Company’s quarterly financial statements and Forms 10-Q with management and the independent auditor, including (i) the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, (ii) significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including possible alternative accounting treatments, and (iii) the independent auditor’s reports related to the financial statements, including any critical audit matters (CAMs) or other disclosure that may be

contained in such reports, and recommend to the Board of Directors whether the audited financial statements should be included in the Company's Form 10-K.

6. To discuss earnings press releases, including any proforma or adjusted non-GAAP information, as well as financial information and earnings guidance provided to analysts and ratings agencies with management and the independent auditor, as appropriate.
7. To engage outside advisors, including counsel, as it determines necessary to carry out its duties and approve appropriate funding and retention terms, as determined by the Committee.
8. To assist the Board with its oversight of the Company's risk management program, the Committee will discuss with management and the independent auditor, as appropriate: (i) risks related to the Committee's duties and responsibilities as described in this Charter; (ii) management's policies and processes for risk assessment and risk management, including with respect to cybersecurity risks; and, (iii) in the period between the Board's risk oversight reviews, management's evaluation of the Company's major risks and the steps management has taken or proposes to take to monitor and mitigate such risks.
9. To discuss with the General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.
10. To meet separately, at least quarterly, with each of the head of internal audit, the independent auditor and the General Counsel, and periodically with management.
11. To review with the independent auditor the matters required to be discussed by the independent auditor under Auditing Standard No. 16, as adopted by the Public Company Accounting Oversight Board and amended from time to time, including any problems or difficulties encountered in the course of the audit work and management's response.
12. To set hiring policies for employees or former employees of the independent auditors.
13. To review, as appropriate, but at least annually, the internal audit plan and the results of internal audits and discuss such matters with the internal audit department and with management, including significant reports to management prepared by the internal audit department and management's responses.
14. To discuss, as appropriate, the adequacy of the Company's disclosure controls and internal controls with the internal audit department, the independent auditor and management, including reports regarding (i) significant limitations on the effectiveness of disclosure controls and procedures, (ii) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and (iii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting; and to review and discuss, as appropriate, the steps implemented by management to address significant control deficiencies.
15. To establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing or federal securities law matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, auditing or federal securities law matters and violations of law or Company policy.
16. To oversee and review the Company's legal, ethical and regulatory compliance program, including the Company's Business Conduct Guidelines, and to at least annually meet to review the implementation and effectiveness of the Company's legal, ethical and regulatory compliance program with the General Counsel, who shall have the authority to communicate directly to the Audit Committee, promptly, about actual and alleged violations of the Business Conduct Guidelines, including any matters involving criminal or potential criminal conduct.
17. To, at least annually, review and approve, on behalf of the Company and its applicable subsidiaries, the Company's decision to enter into swaps that are exempt from exchange-execution and clearing under "end-user exception" regulations established by the Commodity Futures Trading Commission, and review and discuss with management applicable Company policies governing the Company's use of swaps subject to the end-user exception.

The Chair of the Committee, or any two members of the Committee (in consultation with the Chair where possible) may call meetings of the Committee. Meetings of the Committee may be held telephonically.

The Chair shall preside at all sessions of the Committee at which he or she is present and shall set the agendas for Committee meetings. All members of the Board of Directors may suggest to the Chair items

for inclusion in the agenda for the Committee's meetings. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

The Committee may, in its sole discretion, delegate any of its duties and responsibilities to subcommittees. The Committee may, in its sole discretion, delegate to one or more of its members the authority to pre-approve any audit or permissible non-audit services to be performed by the independent auditor, provided that any such approvals are reported to the Committee at its next scheduled meeting.

The Committee shall annually present to the Board of Directors the Committee's conclusions of its evaluation of the independent auditors' qualifications, performance and independence, including the review and evaluation of the lead partner of the independent auditor.

The Committee shall conduct an annual performance evaluation of the Committee, including compliance with this charter, and shall report the results of the evaluation to the Nominating and Corporate Governance Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Nominating and Corporate Governance Committee.

The Committee may request that any Directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee shall periodically meet in executive session.

The Committee shall have the authority to investigate any matter brought to its attention that it determines to be within the scope of its authority with full access to all books, records, facilities and personnel of the Company.

In addition to performing the Committee's duties and responsibilities set forth in this charter, the Committee may carry out additional functions and adopt additional policies and procedures in furtherance of the purpose of the Committee outlined in this charter as may be appropriate in light of changing business, legislative, regulatory or other conditions, or as may be delegated to the Committee by the Board of Directors from time to time. The Committee may also, at its discretion, review particular businesses of the Company in order to evaluate accounting policies, disclosure practices or controls, internal controls, compliance matters or other matters within the scope of the Committee's duties and responsibilities.

The Committee shall maintain minutes or other records of its meetings and shall report regularly to the Board of Directors.