

Charter of the Organization and Compensation Committee of the Textron Inc. Board of Directors

(As amended, effective December 2, 2015)

The Organization and Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Textron Inc. (the "Company") shall consist of such number of members as the Board, upon recommendation of the Nominating and Corporate Governance Committee, shall appoint from time to time, but in no event shall such number be fewer than three members. The members of the Committee may be removed by the Board in its discretion.

The Board shall make a good faith determination that each member of the Committee (i) satisfies the independence standards established by the New York Stock Exchange and the Securities and Exchange Commission, (ii) is a "non-employee director" within the meaning of the rules promulgated under Section 16(b) of the Securities Exchange Act of 1934, as amended and (iii) is an "outside director" for purposes of the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended; provided, however, that a failure to meet any such requirements shall not invalidate decisions made, or actions taken, by the Committee.

The purpose of the Committee shall be to: (i) approve compensation arrangements, including merit salary increases and any annual and long-term incentive compensation, with respect to the Chief Executive Officer and other executive officers of the Company; (ii) oversee and, where appropriate, approve compensation arrangements applicable to other corporate officers and business unit presidents; (iii) amend any executive compensation plan or nonqualified deferred compensation plan of the Company and its subsidiaries to the same extent that the plan may be amended by the Board, except where applicable laws, regulations, or stock exchange rules would require that the amendment be approved by the Board or by the Company's stockholders; (iv) administer the executive compensation plans and nonqualified deferred compensation plans of the Company and its subsidiaries; (v) approve the Chief Executive Officer and other executive officers' responsibilities and performance against pre-established performance goals; and (vi) plan for the succession of the Company's management.

In addition, the Committee shall make recommendations to the Board with respect to: (i) adoption of any supplemental executive retirement plans or enhanced retirement benefits for the Chief Executive Officer and other executive officers; (ii) the adoption of employment agreements with the Chief Executive Officer and other executive officers, if any; and (iii) the adoption, amendment and termination of annual and long-term incentive compensation plans applicable to the Chief Executive Officer and other executive officers of the Company.

In furtherance of the purposes described above, the Committee shall have the following responsibilities and authority:

1. Review, and make recommendations to the Board where appropriate, with the input of the appropriate representatives of Company management, with regard to (i) the Company's organization structure and, in particular, the responsibilities and performance of the Chief Executive Officer and the other executive officers, and (ii) the plans for the Company's management succession. The Committee shall report to the Board on these matters at least annually.

2. Recommend to the Board eligible participants for any fringe benefits (except with respect to retirement and welfare benefits generally applicable to salaried employees) applicable to the Chief Executive Officer and executive officers.
3. After consideration of appropriate competitive data, approve annual merit salary increases, if any, with respect to the Chief Executive Officer and the other executive officers.
4. In determining the long-term incentive component of CEO compensation, consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years.
5. In connection with the Company's annual and long-term incentive compensation plans, with respect to the Chief Executive Officer and the other executive officers, each year: (i) approve eligibility for participation and grant annual and long-term incentive awards; (ii) approve performance goals and objectives (including metrics, targets and payout scales); (iii) evaluate their performance against such goals and objectives; and (iv) approve their actual payout levels based upon such evaluation.
6. Review and approve compensation-related agreements, including termination agreements and offer letters, with the Company's executive officers.
7. Review, approve and/or make recommendations to the Board, as applicable, (and, if appropriate, for shareholder approval) regarding the adoption, amendment, or termination of any annual or long-term incentive compensation plans, programs, or similar arrangements, or other compensation plan or programs, including enhanced retirement plans, applicable to the Chief Executive Officer and the other executive officers of the Company.
8. Oversee, and take such actions as it deems appropriate with respect to, the compensation of other corporate officers and business unit presidents, to include approval of formal appointment of individuals to serve as corporate officers (excluding executive officers).
9. Amend any executive compensation plan or nonqualified deferred compensation plan of the Company and its subsidiaries to the same extent that the plan may be amended by the Board, except where applicable laws, regulations, or stock exchange rules would require that the amendment be approved by the Board or by the Company's stockholders.
10. Administer the executive compensation plans and nonqualified deferred compensation plans of the Company and its subsidiaries.
11. Review with appropriate representatives of the Executive Rewards Department: (i) changes in corporate officers; (ii) policy on matters pertaining to compensation; (iii) special benefits and perquisites; (iv) each year on a retrospective basis, compensation changes made in the prior year to determine whether policies established by the Committee have been executed as intended and are achieving the intended result; (v) each year on a retrospective basis, corporate results against corporate goals; and (vi) any other matter of concern to the Committee relating to overall corporate organization or compensation policy for the Company.
12. Review and discuss the Compensation Discussion and Analysis ("CD&A") with management prior to its inclusion in the proxy statement.
13. Prepare an annual report stating that the Committee has reviewed the CD&A with management and whether the Committee recommends its inclusion in the proxy statement.
14. To assist the Board with its oversight of the Company's risk management process, review risks related to the Committee's duties and responsibilities as described in this Charter, including risks associated with the Company's compensation programs to assess whether incentive compensation arrangements for senior executives encourage inappropriate risk taking.

15. Determine stock ownership guidelines applicable to corporate officers, including executive officers, and monitor compliance with such guidelines.

The Committee shall have sole authority to retain and terminate any consulting firm and other advisors having special competence to assist the Committee in carrying out its duties and responsibility, as the Committee may deem appropriate in its sole discretion, and in accordance with applicable laws, regulations, and stock exchange rules. In connection with retaining any such advisor, the Committee shall consider the advisor's independence in accordance with the stock exchange rules. The Committee shall have sole authority to approve related fees and other retention terms.

The Committee shall conduct an annual performance evaluation of the Committee, as well as an annual review of compliance with this Charter, and the Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

The Committee shall have the authority to delegate any of its responsibilities to any subcommittees or members of the Company's management as the Committee may deem appropriate, in accordance with applicable laws, regulations, and stock exchange rules and the terms and provisions of the applicable compensation plans.

The Committee shall regularly report its actions and recommendations to the Board.