

## **Charter of the Nominating and Corporate Governance Committee of the Textron Inc. Board of Directors**

(As amended, effective December 5, 2012)

The Nominating and Corporate Governance Committee of the Board of Directors of Textron Inc. (the "Committee") 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 and the Securities and Exchange Commission. The members of the Committee shall be appointed and may be removed by the Board of Directors in its discretion.

The purpose of the Committee shall be to identify individuals qualified to become members of the Board of Directors, to recommend that the Board of Directors select the Director nominees for the next annual meeting of shareholders, to develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company, to oversee the evaluation of the Board and its committees, and to make recommendations on compensation of the Board of Directors.

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

1. To review the impact of the strategy of the Company to determine future requirements for Board members and the appropriate criteria for membership on the Board and to identify, evaluate and recommend to the Board of Directors, in timely fashion, qualified candidates for Director nominees to fill any existing or anticipated vacancy on the Board of Directors;
2. To identify, evaluate and recommend to the Board of Directors, prior to each year's annual meeting of shareholders, nominees (including any Director proposing to stand for election to another term and additional Director nominees, if any) for election to the Board of Directors on whose behalf the Board of Directors will solicit proxies; in making their recommendations, to review past performance on the Board and its committees of incumbent directors, and to consider and evaluate suggestions for Director nominees made by shareholders to the Board of Directors or to management in accordance with the By-Laws of the Corporation;
3. To recommend to the Board of Directors the size of the Board of Directors;
4. To review annually the Board of Directors' overall performance and oversee the annual performance evaluation for each of its committees;
5. To recommend to the Board of Directors whether resignations tendered by members who have had a substantial change in their job responsibilities should be accepted;
6. To annually review the Board of Directors' committee structure, charters and membership and recommend to the Board of Directors changes, if any; and, in consultation with the Chairman of the Board and the committee chairs, to recommend to the Board of Directors the assignment of members of the Board of Directors to the various committees and the appointment of committee chairs;
7. To review and make recommendations to the Board of Directors with respect to Directors' compensation and benefits;
8. To develop and recommend to the Board of Directors a set of corporate governance guidelines and to review the guidelines at least annually and recommend changes as necessary;
9. To develop and recommend to the Board of Directors standards to be applied in making determinations on the type of relationships that constitute material relationships between the Company and a Director for the purposes of determining Director independence (e.g., categorical standards);
10. To make recommendations annually to the Board of Directors as to the independence of each Director (and, if the Chair is notified that there has been a change in circumstances of a Director that may affect his or her independence, then the Chair of the Committee shall reassess such Director's independence upon such notification, and in the event that the Chair deems that there is a legitimate question as to whether such Director would no longer satisfy the criteria for independence, then the Committee and Board shall formally determine such Director's independence at the next scheduled meeting of the Committee and Board);
11. To assist the Board with its oversight of the Company's risk management process, to review risks related to the Committee's duties and responsibilities as described in this Charter, including risks associated with corporate governance;

12. To oversee the Company's orientation of new Directors and to encourage the continued education of incumbent Directors; and
13. To perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board of Directors or the Committee shall deem appropriate.

The Committee shall have sole authority to retain any search firm engaged to assist in identifying Director candidates and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion to assist it in carrying out its responsibilities. The Committee shall have sole authority to approve related fees and retention terms.

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 conduct an annual performance evaluation of the Committee and the Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.

The Committee shall make a recommendation to the Board of Directors on whether to accept or reject the resignation of, or whether other actions should be taken with respect to, any Director who is not elected by the vote of the majority of the votes cast as provided in the Company's By-Laws. The Board will act on the Committee's recommendation and publicly disclose its decision within 90 days from the date of the ratification of the election results.

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.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

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