

# RAYTHEON TECHNOLOGIES CORPORATION

## HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER

APRIL 25, 2022

### **I. Purpose**

The role of the Human Capital and Compensation Committee (the "Committee") is to discharge the responsibilities of the Board of Directors ("Board") of Raytheon Technologies Corporation ("Company") related to the compensation and benefits of the Company's executives and other employees, to oversee the Company's compensation policies and practices, to prepare an annual report on executive officer compensation for inclusion in the Company's annual proxy statement, and to consider other matters related to the Company's compensation and benefits practices, and human capital initiatives.

### **II. Composition**

The Committee's composition is determined by the Board, based upon the recommendations of the Committee on Governance and Public Policy and in compliance with the requirements set forth herein and in the Company's bylaws, and shall consist of at least three directors. Each Committee member shall satisfy the director independence requirements of the New York Stock Exchange and qualify as a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

### **III. Meetings**

The Committee shall meet as often as it determines, but not less frequently than four times per year. As the Committee may require in fulfilling its responsibilities, the Committee may meet privately with independent advisors and members of management.

### **IV. Responsibilities**

The responsibilities of the Committee include:

#### **A. Compensation Practices and Policies**

1. Review executive compensation practices and policies of the Company to ensure that they adequately and appropriately align executive and shareowner interests.
2. Make recommendations to the Board regarding the adoption, amendment or termination of equity and cash compensation programs that require Board or shareowner approval.
3. Approve the adoption, amendment and termination of incentive compensation and deferred compensation programs for executives of the Company that require Board approval, subject to shareowner approval to the extent deemed necessary or appropriate pursuant to applicable tax, stock exchange or other applicable laws or regulations.

4. Oversee the administration of the Company's equity and cash and deferred compensation plans and programs for its executives and non-employee directors, and either approve, or recommend for Board approval, adoption or amendments to such plans and programs.
5. Review the design of pension and other post-retirement benefit plans that have a material impact on the Company's executive compensation program.
6. Annually review a risk assessment of the Company's compensation policies and practices.

B. CEO Compensation

1. Review and approve corporate goals and objectives relevant to CEO compensation and lead a discussion of the CEO's performance against such goals and objectives as a Committee or together with the other independent directors (as directed by the Board). The Board's evaluation shall be communicated to the CEO annually by the Chairman and the Lead Director (if any), or by the Lead Director, if the Chairman is the Chief Executive Officer.
2. Annually review and approve, subject to review by the other independent directors: (i) the CEO's annual base salary; (ii) the CEO's annual incentive compensation; and (iii) awards to the CEO under the Company's long-term incentive compensation plans.

C. Executive Chairman Compensation

1. Review and approve corporate goals and objectives relevant to the Executive Chairman's compensation and lead a discussion of the Executive Chairman's performance against such goals and objectives as a Committee or together with the other independent directors (as directed by the Board). The Board's evaluation shall be communicated to the Executive Chairman annually by the Lead Director.
2. Annually review and approve, subject to review by the other independent directors: (i) the Executive Chairman's annual base salary; (ii) the Executive Chairman's annual incentive compensation; and (iii) awards to the Executive Chairman under the Company's long-term incentive compensation plans.

D. Executive Compensation

1. Review and approve a group of peer companies for the purpose of benchmarking executive compensation plans and practices. Peer companies, as approved by the Committee, shall have characteristics that make such companies relevant competitors for executive talent and compensation benchmarking purposes.
2. Review and approve participants in the Company's Executive Leadership Group ("ELG") and the design of the ELG program.
3. Review and approve any changes to the roles or responsibilities of executive officers subject to Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16 Officers").
4. Review and approve, for Section 16 Officers (other than the CEO and the Executive Chairman), changes to: (i) annual base salary; (ii) annual incentive compensation; and (iii) awards under the Company's long-term incentive compensation plans.

5. Approve any severance or change-in-control arrangements, special or supplemental benefit arrangements and amendments to the foregoing for Section 16 Officers (including the CEO and the Executive Chairman).
6. Establish and determine the satisfaction of performance goals for the Company's executive incentive compensation plans.
7. Annually review and approve the Company's practices for annual and long-term incentive awards for other executives and employees.
8. Annually review compliance with Company stock ownership guidelines applicable to ELG Members and Section 16 Officers (including the CEO and the Executive Chairman).

E. Human Capital Management

1. Periodically review the Company's initiatives relating to its human capital management function, including but not limited to those regarding recruiting, retention, career development, diversity, equity and inclusion, employment practices and management succession (subject to the full Board's role in CEO and senior management succession planning, as set forth in the Company's Corporate Governance Guidelines).

F. Authority, Delegation, Performance Evaluation and Other

1. The Committee shall have the sole authority to retain and terminate such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the advisor's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of its advisors and shall have sole authority to approve the advisor's fees and other terms and conditions of the advisor's retention. The Committee's compensation consultant may also be utilized by the Committee on Governance and Public Policy to assist it in evaluating director compensation). The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee and to pay any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
2. Delegate, as appropriate, to the CEO, Executive Vice President & Chief Human Resources Officer, any other executive officer or the Corporate Vice President, Total Rewards, the authority to grant and administer equity awards to employees of the Company who are not Section 16 Officers (including the CEO and the Executive Chairman) subject to such limitations as the Committee may determine.
3. Through the process established by the Committee on Governance and Public Policy, engage in an annual performance evaluation of the Committee.
4. Report regularly to the Board on the actions taken at Committee meetings.
5. Review and approve the Compensation Discussion and Analysis on executive

compensation and the compensation committee report for inclusion in the Company's annual proxy statement, in accordance with Securities and Exchange Commission rules. In addition, and as appropriate, review and discuss with management any further disclosures related to executive compensation not contained in the Compensation Discussion and Analysis ("CD&A"), but provided elsewhere in the Company's proxy statement or Annual Report on Form 10-K, as applicable. Recommend to the Board whether the CD&A and compensation disclosures should be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable. Review any disclosure of human capital matters required to be disclosed in the Company's Annual Report on Form 10-K in accordance with the Securities and Exchange Commission Rules.

6. Review and approve Company statements regarding shareowner advisory votes on executive compensation and the frequency of such votes for inclusion in the Company's annual proxy statement.
7. Review shareowner proposals relating to executive compensation matters.
8. Annually review the adequacy of this Charter and recommend any changes to the Board for approval.
9. Oversee the Company's management of such risks as may be assigned periodically to the Committee by the Board as a result of the Company's enterprise risk management process or otherwise.
10. Undertake such other matters as may be referred to the Committee from time-to-time.