



DIRECTOR INDEPENDENCE POLICY

EFFECTIVE APRIL 29, 2019

The Board has adopted these standards to assist in assessing director independence and may revise them from time to time as it deems appropriate, subject to applicable NYSE listing requirements. A director is considered independent if the Board makes an affirmative determination, after consideration of all relevant facts and circumstances, that the director does not have a material relationship with UTC (other than as a director) either directly or as a partner, shareowner or executive officer of another entity that has a relationship with UTC. When assessing the materiality of a director's relationship with UTC, the Board will consider the issue from the director's standpoint and from that of persons or organizations with which the director has an affiliation.

- A.** A director will not be considered independent if:
1. The director is, or has been within the last three years, an employee of UTC, or an immediate family member is, or has been within the last three years, an executive officer of UTC.
 2. The director or an immediate family has received more than \$120,000 in direct compensation from UTC (other than director fees) during any 12-month period within the last three years. Compensation received by an immediate family member for service as an employee of UTC (other than an executive officer) is not considered in determining independence.
 3. The director or an immediate family member is a current partner of a firm that is UTC's internal or external auditor; the director is a current employee of such a firm; (the director has an immediate family member who is a current employee of such a firm and personally works on UTC's audit; or the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on UTC's audit within that time.
 4. The director or an immediate family member is, or within the last three years has been, an executive officer of another company where any of UTC's current executive officers serve or served on that company's compensation committee.
 5. The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from UTC for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of that company's consolidated gross revenues.
- B.** The Board has determined that the following relationships will not be considered to be material relationships that would impair a director's independence:

1. The director serves as an executive officer, officer, director, or trustee of a tax exempt or charitable organization and, within the last three years, UTC's contributions to the organization (other than employee and director matching contributions under UTC's gift matching program) in any single fiscal year did not exceed the greater of \$1 million or 2% of the organization's consolidated gross revenues.
2. The director is an executive officer or employee, or whose immediate family member is an executive officer or employee, of another company that does business with UTC and the sales by that company to UTC or purchases by that company from UTC, in any single fiscal year within the last three years, did not exceed 1% of that company's consolidated gross revenues.

For purposes of determining director independence, the term "immediate family member" means the director's a spouse, parent, stepparent, child, stepchild, sibling, mother and father-in-law, son and daughter-in-law, brother and sister-in-law, and anyone (other than a domestic employee or tenant) who shares the director's home. The term "executive officer" has the same meaning as the term "officer" in Rule 16a-1(f) under the Securities Exchange Act of 1934.

Audit Committee members must also satisfy the requirements of Rule 10A-(m)(3) under the Securities Exchange Act of 1934 and the related NYSE listing rules. Members of the Compensation Committee must also satisfy the requirements of a "Non-Employee Director" under Rule 16b-3 of the Securities Exchange Act of 1934, of an "outside director" under Section 162(m) of the Internal Revenue Code of 1986, and the related NYSE listing rules.