



United Technologies Appoints Members of the Board of Directors for Future Independent Otis

December 11, 2019 at 4:15 PM EST

FARMINGTON, Conn., Dec. 11, 2019 /PRNewswire/ -- United Technologies Corp. (NYSE: UTX) ("UTC") today announced the appointments of an executive chairman and members of the board of directors for Otis, the world's leading elevator and escalator company.

Christopher Kearney, currently a member of the UTC Board of Directors, will serve as executive chairman of Otis. Judy Marks, who was previously appointed president & chief executive officer of Otis, will join the board as will current UTC director Terry McGraw. The nine-member board will also include independent directors Jeffrey Black, Kathy Hopinkah Hannan, Shailesh Jejurikar, Margaret Preston, Shelley Stewart, Jr. and John Walker.

The new board, which becomes effective upon the completion of Otis' planned separation from UTC in 2020, is comprised of deeply experienced executives from a diverse range of companies in sectors including high-tech manufacturing, asset management, consumer products, professional services and transportation. They have led companies as CEOs, presidents, chief operating officers and chief financial officers.

"I'm pleased to announce this important milestone as we prepare Otis to become an independent public company and continue the company's industry leadership," said Greg Hayes, UTC Chairman and CEO. "I want to welcome each new member of the Otis board of directors and express our appreciation to Chris and Terry as they transition to Otis' board. These directors' impressive collective experience and expertise will deliver strong governance and support the company's priority of delivering superior returns to shareowners through economic cycles."

Biographical Information

The Otis board of directors will be comprised of:

Jeffrey H. Black served as senior partner and vice chairman of Deloitte LLP. In addition to his management roles, he held the position of vice chairman of Deloitte's board of directors and chaired its governance and risk committees. Prior to Deloitte, Black was a partner at Arthur Andersen. He serves as a director of Vantage Airport Group, Ltd. (non-public) and Basin Holdings LLC (non-public).

Kathy Hopinkah Hannan is a former partner with KPMG where she had a distinguished 30-year career and held several global leadership roles. She served on KPMG's U.S. and Americas Management Committees, held the role of vice chairman of human resources, and was a leader in KPMG's tax practice. She serves on the boards of Annaly Capital Management and Blue Trail Software Holding (non-public).

Shailesh G. Jejurikar is the CEO of Procter & Gamble's (P&G) Fabric & Home Care, the company's largest business sector. Jejurikar's career at P&G spans 30 years and includes leadership roles across a variety of businesses in both developed and developing regions including North America, Europe, Asia and Africa. He also serves as P&G's Executive Sponsor for Global Sustainability.

Christopher J. Kearney served as the non-executive chairman of SPX FLOW, Inc. and as chairman, president & CEO of SPX FLOW. He held the same roles at SPX Corporation prior to the spin-off that created SPX FLOW. Kearney joined SPX Corporation as vice president, secretary and general counsel. He serves as a director of Nucor Corporation and United Technologies.

Judith F. Marks is president and CEO of Otis. She joined United Technologies, as president of Otis, from Siemens, where she served as CEO of Siemens USA and Dresser-Rand, a Siemens business. Previously, she held senior leadership roles at Lockheed Martin and IBM. She is a director of Hubbell, Inc.

Harold W. McGraw III is the former chairman, president & CEO of the McGraw-Hill Companies. He was also the president and CEO of the McGraw-Hill Companies following his role as president and chief operating officer. McGraw is a director of Phillips 66 Company and United Technologies.

Margaret M. Preston served as managing director, Private Wealth Management for TD Bank with responsibility for overseeing the northern U.S. region. She was also a managing director and regional director for U.S. Trust. Earlier in her career, Preston held senior leadership roles at Mercantile Safe Deposit & Trust Company and Deutsche Bank. She currently serves as a director of McCormick & Co., Inc.

Shelley Stewart Jr. served as chief procurement officer at DuPont de Nemours. Previously he was senior vice president of operational excellence and chief procurement officer at Tyco International. Stewart held leadership roles at Invensys PLC, Raytheon Company and United Technologies. He is currently the managing partner of Bottom Line Advisory LLC and serves as a director of Kontoor Brands.

John H. Walker has served as non-executive chairman, executive chairman, and chairman and CEO for Global Brass and Copper Holdings, Inc. Prior to this, he was president and CEO of The Boler Company. He also served as CEO of Weirton Steel Corporation and held senior management roles in Kaiser Aluminum Corporation. Walker serves as lead independent director for Nucor Corporation and as a director of Owens-Illinois, Inc.

About United Technologies Corporation

United Technologies Corp., based in Farmington, Connecticut, provides high-technology systems and services to the building and aerospace industries. By combining a passion for science with precision engineering, the company is creating smart, sustainable solutions the world needs. For more information about the company, visit our website at www.utc.com or on Twitter @UTC.

About Otis

Otis is the world's leading manufacturer and maintainer of people-moving products, including elevators, escalators and moving walkways. Founded

more than 165 years ago by the inventor of the safety elevator, Otis offers products and services through its companies in approximately 200 countries and territories. For more information, visit www.otis.com or follow Otis on [LinkedIn](#), [YouTube](#) and as [@OtisElevatorCo](#) on Twitter, Facebook and [Instagram](#).

Cautionary Statement

This communication contains statements which, to the extent they are not statements of historical or present fact, constitute "forward-looking statements" under the securities laws. From time to time, oral or written forward-looking statements may also be included in other information released to the public. These forward-looking statements are intended to provide management's current expectations or plans for our future operating and financial performance, based on assumptions currently believed to be valid. Forward-looking statements can be identified by the use of words such as "believe," "expect," "expectations," "plans," "strategy," "prospects," "estimate," "project," "target," "anticipate," "will," "should," "see," "guidance," "outlook," "confident," "on track" and other words of similar meaning. Forward-looking statements may include, among other things, statements relating to future sales, earnings, cash flow, results of operations, uses of cash, share repurchases, tax rates, R&D spend, other measures of financial performance, potential future plans, strategies or transactions, credit ratings and net indebtedness, other anticipated benefits of the Rockwell Collins acquisition, the proposed merger with Raytheon Company ("Raytheon") or the spin-offs by UTC of Otis and Carrier into separate independent companies (the "separation transactions"), including estimated synergies and customer cost savings resulting from the proposed merger with Raytheon, the expected timing of completion of the proposed merger and the separation transactions, estimated costs associated with such transactions and other statements that are not historical facts. All forward-looking statements involve risks, uncertainties and other factors that may cause actual results to differ materially from those expressed or implied in the forward-looking statements. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the U.S. Private Securities Litigation Reform Act of 1995. Such risks, uncertainties and other factors include, without limitation: (1) the effect of economic conditions in the industries and markets in which UTC and Raytheon operate in the U.S. and globally and any changes therein, including financial market conditions, fluctuations in commodity prices, interest rates and foreign currency exchange rates, levels of end market demand in construction and in both the commercial and defense segments of the aerospace industry, levels of air travel, financial condition of commercial airlines, the impact of weather conditions and natural disasters, the financial condition of our customers and suppliers, and the risks associated with U.S. government sales (including changes or shifts in defense spending due to budgetary constraints, spending cuts resulting from sequestration, a government shutdown, or otherwise, and uncertain funding of programs); (2) challenges in the development, production, delivery, support, performance and realization of the anticipated benefits (including our expected returns under customer contracts) of advanced technologies and new products and services; (3) the scope, nature, impact or timing of the proposed merger with Raytheon and the separation transactions and other merger, acquisition and divestiture activity, including among other things the integration of or with other businesses and realization of synergies and opportunities for growth and innovation and incurrence of related costs and expenses; (4) future levels of indebtedness, including indebtedness that may be incurred in connection with the proposed merger with Raytheon and the separation transactions, and capital spending and research and development spending; (5) future availability of credit and factors that may affect such availability, including credit market conditions and our capital structure; (6) the timing and scope of future repurchases by the companies of their respective common stock, which may be suspended at any time due to various factors, including market conditions and the level of other investing activities and uses of cash; (7) delays and disruption in delivery of materials and services from suppliers; (8) company and customer-directed cost reduction efforts and restructuring costs and savings and other consequences thereof (including the potential termination of U.S. government contracts and performance under undefinitized contract awards and the potential inability to recover termination costs); (9) new business and investment opportunities; (10) the ability to realize the intended benefits of organizational changes; (11) the anticipated benefits of diversification and balance of operations across product lines, regions and industries; (12) the outcome of legal proceedings, investigations and other contingencies; (13) pension plan assumptions and future contributions; (14) the impact of the negotiation of collective bargaining agreements and labor disputes; (15) the effect of changes in political conditions in the U.S. and other countries in which UTC, Raytheon and the businesses of each operate, including the effect of changes in U.S. trade policies or the U.K.'s pending withdrawal from the European Union, on general market conditions, global trade policies and currency exchange rates in the near term and beyond; (16) the effect of changes in tax (including U.S. tax reform enacted on December 22, 2017, which is commonly referred to as the Tax Cuts and Jobs Act of 2017), environmental, regulatory and other laws and regulations (including, among other things, export and import requirements such as the International Traffic in Arms Regulations and the Export Administration Regulations, anti-bribery and anti-corruption requirements, including the Foreign Corrupt Practices Act, industrial cooperation agreement obligations, and procurement and other regulations) in the U.S. and other countries in which UTC, Raytheon and the businesses of each operate; (17) negative effects of the announcement or pendency of the proposed merger or the separation transactions on the market price of UTC' and/or Raytheon's respective common stock and/or on their respective financial performance; (18) the ability of the parties to receive the required regulatory approvals for the proposed merger (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction) and to satisfy the other conditions to the closing of the merger on a timely basis or at all; (19) the occurrence of events that may give rise to a right of UTC or Raytheon or both to terminate the merger agreement; (20) risks relating to the value of the UTC's shares to be issued in the proposed merger with Raytheon, significant transaction costs and/or unknown liabilities; (21) the possibility that the anticipated benefits from the proposed merger with Raytheon cannot be realized in full or at all or may take longer to realize than expected, including risks associated with third party contracts containing consent and/or other provisions that may be triggered by the proposed transaction; (22) risks associated with transaction-related litigation; (23) the possibility that costs or difficulties related to the integration of UTC's and Raytheon's operations will be greater than expected; (24) risks relating to completed merger, acquisition and divestiture activity, including UTC's integration of Rockwell Collins, including the risk that the integration may be more difficult, time-consuming or costly than expected or may not result in the achievement of estimated synergies within the contemplated time frame or at all; (25) the ability of each of UTC, Raytheon and the companies resulting from the separation transactions and the combined company to retain and hire key personnel; (26) the expected benefits and timing of the separation transactions, and the risk that conditions to the separation transactions will not be satisfied and/or that the separation transactions will not be completed within the expected time frame, on the expected terms or at all; (27) the intended qualification of (i) the merger as a tax-free reorganization and (ii) the separation transactions as tax-free to UTC and UTC's shareowners, in each case, for U.S. federal income tax purposes; (28) the possibility that any opinions, consents, approvals or rulings required in connection with the separation transactions will not be received or obtained within the expected time frame, on the expected terms or at all; (29) expected financing transactions undertaken in connection with the proposed merger with Raytheon and the separation transactions and risks associated with additional indebtedness; (30) the risk that dissynergy costs, costs of restructuring transactions and other costs incurred in connection with the separation transactions will exceed UTC's estimates; and (31) the impact of the proposed merger and the separation transactions on the respective businesses of UTC and Raytheon and the risk that the separation transactions may be more difficult, time-consuming or costly than expected, including the impact on UTC's resources, systems, procedures and controls, diversion of its management's attention and the impact on relationships with customers, suppliers, employees and other business counterparties. There can be no assurance that the proposed merger, the separation transactions or any other transaction described above will in fact be consummated in the manner described or at all. For additional information on identifying factors that may cause actual results to vary materially from those stated in forward-looking

statements, see the joint proxy statement/prospectus (defined below) and the reports of UTC and Raytheon on Forms 10-K, 10-Q and 8-K filed with or furnished to the Securities and Exchange Commission (the "SEC") from time to time. Any forward-looking statement speaks only as of the date on which it is made, and UTC assumes no obligation to update or revise such statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

CONTACT: Michele Quintaglie, UTC
(860) 493-4364

 View original content: <http://www.prnewswire.com/news-releases/united-technologies-appoints-members-of-the-board-of-directors-for-future-independent-otis-300973553.html>

SOURCE United Technologies Corp.