



Carrier Announces Early Results of Its Cash Tender Offers for Its Outstanding Debt Securities

March 29, 2022

PALM BEACH GARDENS, Fla., March 29, 2022 /PRNewswire/ -- [Carrier Global Corporation](#) (NYSE: CARR) (the "Company") today announced the early tender results for its previously announced cash tender offers (the "Tender Offers"), in the order of priority set forth in the table below, for up to an aggregate principal amount of the outstanding senior notes listed in the table below (collectively, the "Securities" and each a "series") such that the aggregate amount payable upon settlement (exclusive of accrued and unpaid interest) (i) for all Securities purchased in the Tender Offers does not exceed \$1,150,000,000 (the "Aggregate Tender Cap") and (ii) for the Company's 2.242% Senior Notes due 2025 (the "Notes due 2025") purchased in the Tender Offers does not exceed \$800,000,000 (the "Series Tender Cap").



As of the previously announced early tender date and time of 5:00 p.m., New York City time, on March 28, 2022 (the "Early Tender Date"), according to information provided by D.F. King & Co, the tender and information agent for the Tender Offers, the aggregate principal amount of each series of Securities set forth in the table below under "Principal Amount Tendered" have been validly tendered and not validly withdrawn in the Tender Offers. Withdrawal rights for the Tender Offers expired at 5:00 p.m. New York City time on March 28, 2022, and, accordingly, Securities validly tendered in the Tender Offers may no longer be withdrawn except where additional withdrawal rights are required by law.

Title of Security	CUSIP Number/ ISIN Number	Principal Amount Outstanding	Acceptance Priority Level	Series Tender Cap(1)	U.S. Treasury Reference Security	Bloomberg Reference Page	Fixed Spread	Early Tender Payment (2)	Principal Amount Tendered	Percent Tendered of Amount Outstanding	Principal Amount Accepted
2.242% Senior Notes due 2025	14448CAN4 (SEC) / 14448CAF1 (144A) / USU1453PAE17	\$2,000,000,000	1	\$800,000,000	1.750% UST due 03/15/2025	FIT1	+70 bps	\$30	\$929,512,000	46.48%	\$800,000,000
2.493% Senior Notes due 2027	14448CAP9 (SEC) / 14448CAH7 (144A) / USU1453PAF81	\$1,250,000,000	2	N/A	1.875% UST due 02/28/2027	FIT1	+95 bps	\$30	\$450,076,000	36.01%	\$350,000,000

(1) The offers with respect to the Securities are subject to the Aggregate Tender Cap and, in the case of the Notes due 2025, the Series Tender Cap. The Company will purchase up to the Aggregate Tender Cap of its Securities, subject to the Acceptance Priority Levels as set forth in the table above (each, an "Acceptance Priority Level") and the Series Tender Cap. The Company reserves the right to increase, decrease or eliminate the Aggregate Tender Cap and/or the Series Tender Cap at any time, subject to compliance with applicable law.

(2) Per \$1,000 principal amount.

The Tender Offers are being made pursuant to an offer to purchase, dated March 15, 2022 (as it may be amended or supplemented from time to time, the "Offer to Purchase"), which sets forth the terms and conditions of the Tender Offers. The Tender Offers will expire at 11:59 p.m., New York City time, on April 11, 2022, or, in each case, any other date and time to which the Company extends the applicable Tender Offer (such date and time, as it may be extended with respect to a Tender Offer, the applicable "Expiration Date"), unless earlier terminated.

The applicable consideration (the "Total Consideration") offered per \$1,000 principal amount of each series of Securities validly tendered and accepted for purchase pursuant to the applicable Tender Offer will be determined in the manner described in the Offer to Purchase by reference to the applicable "Fixed Spread" for such series of Securities specified in the table above plus the applicable yield based on the bid-side price of the applicable "U.S. Treasury Reference Security" specified in the table above as quoted on the applicable Bloomberg Reference Page specified in the table above at 10:00 a.m. New York City time on March 29, 2022. The Company expects to issue a press release on March 29, 2022 to announce the Reference Yield (as defined in the Offer to Purchase) for each series of Securities that will be used in determining the Total Consideration payable in connection with the Tender Offers. It is anticipated that the settlement date for Securities that are validly tendered at or prior to the Early Tender Date will be March 30, 2022.

The Company's obligation to accept for payment and to pay for the Securities validly tendered in the Tender Offers is not subject to any minimum tender condition, but is subject to the satisfaction or waiver of the conditions described in the Offer to Purchase. The Company reserves the right, subject to applicable law, at any time to (i) waive any and all conditions to any of the Tender Offers, (ii) extend or terminate any of the Tender Offers, (iii) increase,

decrease or eliminate the Aggregate Tender Cap, (iv) increase, decrease or eliminate the Series Tender Cap, or (v) otherwise amend any of the Tender Offers in any respect.

Information Relating to the Tender Offers

J.P. Morgan and Morgan Stanley are the dealer managers (the "Dealer Managers") for the Tender Offers. Investors with questions regarding the Tender Offers may contact J.P. Morgan at (866) 834-4666 (toll-free) or (212) 834-4045 (collect) and Morgan Stanley at (800) 624-1808 (toll-free) or (212) 761-1057 (collect). D.F. King & Co., Inc. is the tender and information agent for the Tender Offers (the "Tender and Information Agent") and can be contacted at (866) 828-6934 (bankers and brokers can call collect at (212) 269-5550) or by email at carr@dfking.com.

None of the Company or its affiliates, their respective boards of directors, the Dealer Managers, the Tender and Information Agent or the trustee with respect to any series of Securities is making any recommendation as to whether holders should tender any Securities in response to any of the Tender Offers, and neither the Company nor any such other person has authorized any person to make any such recommendation. Holders of Securities must make their own decision as to whether to tender any of their Securities, and, if so, the principal amount of Securities to tender.

This press release shall not constitute an offer to sell, a solicitation to buy or an offer to purchase or sell any securities. The Tender Offers are being made only pursuant to the Offer to Purchase and only in such jurisdictions as is permitted under applicable law.

The full details of the Tender Offers, including complete instructions on how to tender Securities, are included in the Offer to Purchase. The Offer to Purchase, including materials incorporated by reference therein, contains important information that should be read by holders of Securities before making a decision to tender any Securities. Copies of the Offer to Purchase may be obtained from D.F. King & Co., Inc., free of charge, by calling toll-free at (866) 828-6934 (bankers and brokers can call collect at (212) 269-5550) or by email at carr@dfking.com.

About Carrier

As the leading global provider of healthy, safe, sustainable and intelligent building and cold chain solutions, Carrier Global Corporation is committed to making the world safer, sustainable and more comfortable for generations to come. From the beginning, we've led in inventing new technologies and entirely new industries. Today, we continue to lead because we have a world-class, diverse workforce that puts the customer at the center of everything we do. For more information, visit corporate.carrier.com or follow Carrier on social media at @Carrier.

Forward-Looking Statements

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. These forward-looking statements are intended to provide management's current expectations or plans for Carrier's 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," "scenario" and other words of similar meaning in connection with a discussion of future operating or financial performance or the separation from United Technologies Corporation (the "Separation"), since renamed Raytheon Technologies Corporation. 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 and other measures of financial performance or potential future plans, strategies or transactions of Carrier, the estimated costs associated with the Separation, Carrier's plans with respect to its indebtedness 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 additional information on identifying factors that may cause actual results to vary materially from those stated in forward-looking statements, see Carrier's reports on Forms 10-K, 10-Q and 8-K filed with or furnished to the U.S. Securities and Exchange Commission from time to time. Any forward-looking statement speaks only as of the date on which it is made, and Carrier 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.

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