

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
 Washington, D.C. 20549

**FORM S-8**  
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Carrier Global Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**  
 (State or Other Jurisdiction  
 of Incorporation or Organization)

**83-4051582**  
 (I.R.S. Employer  
 Identification No.)

**13995 Pasteur Boulevard**  
**Palm Beach Gardens, Florida 33418**  
 (Address of Principal Executive Offices)

**33418**  
 (Zip Code)

**Carrier Global Corporation 2020 Long-Term Incentive Plan**  
 (Full title of the plan)

**Kevin O'Connor**  
**13995 Pasteur Boulevard**  
**Palm Beach Gardens, Florida 33418**  
 (Name and address of agent for service)

**(561)-365-2000**  
 (Telephone number, including area code, of agent for service)

*With copies to:*

**Joshua R. Cammaker**  
**Edward J. Lee**  
**Mark A. Stagliano**  
**Wachtell, Lipton, Rosen & Katz**  
**51 West 52nd Street**  
**New York, NY 10019**  
**(212) 403-1000 (Telephone)**  
**(212) 403-2000 (Facsimile)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, par value \$0.01 per share	80,000,000 shares	\$16.66	\$1,333,143,336	\$173,042.01

(1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933 (the “Securities Act”), as amended, this registration statement (the “Registration Statement”) also covers any additional securities to be offered or issued pursuant to the 2020 Long-

Term Incentive Plan (the “Plan”) of Carrier Global Corporation (the “Registrant”) relating to adjustments for changes resulting from stock dividends, stock splits and similar changes.

(2) Pursuant to Rule 457(c) and 457(h), under the Securities Act, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee are estimated solely for the purpose of calculating the amount of the registration fee and are based upon the book value as of December 31, 2019, the latest practicable date.

---

---

---

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering 80,000,000 shares of the Registrant's common stock issuable pursuant to the Plan, which was adopted in connection with, and becomes effective upon, the pro rata distribution by United Technologies Corporation ("UTC") of all of the outstanding shares of common stock of the Registrant to UTC's shareowners (the "Separation").

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note of Part I of Form S-8. The documents containing the information specified in Part I have been or will be delivered to the participants in the Plan as required by Rule 428(b)(1) under the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### **Item 3. *Incorporation of Documents by Reference.***

The following documents, which have been filed by the Registrant with the U.S. Securities and Exchange Commission (the "SEC"), are incorporated herein by reference:

1. The Registrant's registration statement on Form 10 initially filed on [February 7, 2020](#), as amended by Amendment No. 1 filed on [March 11, 2020](#), under the Securities Exchange Act of 1934, as amended (the "Exchange Act");
2. The description of the Registrant's common stock contained in the information statement filed as Exhibit 99.1 to Amendment No. 1 to the Registrant's registration statement on Form 10 filed on [March 11, 2020](#), including any amendment or report filed for the purpose of updating such description; and
3. The Registrant's Current Report on Form 8-K filed on [March 16, 2020](#).

All documents filed by the Registrant with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement (other than any such documents or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items), and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained or incorporated by reference herein or in any subsequently filed amendment hereto or document which is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

##### **Item 4. *Description of Securities.***

Not applicable.

---

#### **Item 5. *Interests of Named Experts and Counsel.***

The validity of the common stock to be issued in connection with the Plan has been passed on by Ariel David, Esq., Vice President, Legal & Secretary of the Registrant. Mr. David is a shareowner of UTC's common stock and will become, upon completion of the Separation, a shareowner of the Registrant's common stock, and holds equity awards under certain of UTC's equity compensation plans, and will, upon completion of the Separation, hold equity awards under the Plan.

#### **Item 6. *Indemnification of Directors and Officers.***

Section 5.1 of the Registrant's amended and restated by-laws requires the Registrant to indemnify and hold harmless, to the full extent permitted from time to time under the General Corporation Law of the State of Delaware (the "DGCL") each person who is made or threatened to be made a party to (or, in the case of directors and officers, otherwise involved in) any threatened, pending or completed action, suit, arbitration, alternative dispute resolution procedure, legislative hearing or inquiry or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, employee or officer of the Registrant. Such indemnification will cover all expenses, liabilities and losses reasonably incurred by such individuals.

Subsection (a) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Subsection (d) of Section 145 of the DGCL provides that any indemnification under subsections (a) and (b) of Section 145 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in subsections (a) and (b) of Section 145. Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) by a committee of such directors designated by the majority vote of such directors, even though less than a quorum, or (3) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (4) by the shareowners.

Section 145 of the DGCL further provides that to the extent a present or former director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith and that such expenses may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in Section 145 of the DGCL; that any indemnification and advancement of expenses provided by, or granted pursuant to, Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; that indemnification and advancement of expenses provided by, or granted pursuant to, Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators; and empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such

capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

---

As authorized by the Registrant's amended and restated by-laws, the Registrant may purchase and maintain at its expense on behalf of directors and officers insurance, within certain limits, covering liabilities which may be incurred by them in such capacities.

To the fullest extent permitted by the DGCL, the Registrant's amended and restated certificate of incorporation provides that a director of the Registrant shall not be personally liable to the Registrant or its shareowners for monetary damages for breach of fiduciary duty as a director. as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable either to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

**Exhibit**

<b>Number</b>	<b>Exhibit Description</b>
<a href="#">4.1</a>	Form of Amended and Restated Certificate of Incorporation of Carrier Global Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's registration statement on Form 10 filed on February 7, 2020)
<a href="#">4.2</a>	Form of Amended and Restated Bylaws of Carrier Global Corporation (incorporated by reference to Exhibit 3.2 to the Registrant's registration statement on Form 10 filed on February 7, 2020)
<a href="#">4.3</a>	Form of Carrier Global Corporation 2020 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's registration statement on Form 10 filed on February 7, 2020)
<a href="#">5.1</a>	Opinion of Ariel David, Esq., Vice President, Legal & Secretary
<a href="#">23.1</a>	Consent of PricewaterhouseCoopers LLP
<a href="#">23.2</a>	Consent of Ariel David, Esq., Vice President, Legal & Secretary (included in Exhibit 5.1)
<a href="#">24.1</a>	Powers of Attorney (included as part of the signature pages of the Registration Statement)
<a href="#">99.1</a>	Consent of John V. Faraci to be named as director
<a href="#">99.2</a>	Consent of Jean-Pierre Garnier to be named as director
<a href="#">99.3</a>	Consent of David Gitlin to be named as director
<a href="#">99.4</a>	Consent of John J. Greisch to be named as director
<a href="#">99.5</a>	Consent of Charles M. Holley, Jr. to be named as director
<a href="#">99.6</a>	Consent of Michael M. McNamara to be named as director
<a href="#">99.7</a>	Consent of Michael A. Todman to be named as director
<a href="#">99.8</a>	Consent of Virginia M. (Gina) Wilson to be named as director

**Item 9. Undertakings.**

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

---

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement:

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

---

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palm Beach Gardens, and State of Florida, on this 16th day of March 2020.

Carrier Global Corporation

By: /s/ David Gitlin  
Name: David Gitlin  
Title: President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each director whose signature appears below constitutes and appoints DAVID GITLIN, TIMOTHY MCLEVISH and KYLE CROCKETT and each of them, his or her true and lawful attorney-in-fact and agent, acting alone, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, including post-effective amendments and registration statements filed pursuant to Rule 462(b) and otherwise, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as such person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated and on March 16, 2020.

Signature	Title	Date
<u>/s/ David Gitlin</u> David Gitlin	President and Chief Executive Officer (Principal Executive Officer)	March 16, 2020
<u>/s/ Timothy McLevish</u> Timothy McLevish	Vice President, Chief Financial Officer (Principal Financial Officer)	March 16, 2020
<u>/s/ Kyle Crockett</u> Kyle Crockett	Vice President, Controller (Principal Accounting Officer)	March 16, 2020
<u>/s/ Gregory Marshall</u> Gregory Marshall	Director	March 16, 2020
<u>/s/ Sean Moylan</u> Sean Moylan	Director	March 16, 2020
<u>/s/ Michael Ryan</u> Michael Ryan	Director	March 16, 2020
<u>/s/ Christopher Witzky</u> Christopher Witzky	Director	March 16, 2020

---



March 16, 2020

The Board of Directors  
Carrier Global Corporation  
13995 Pasteur Boulevard  
Palm Beach Gardens, Florida 33418

Ladies and Gentlemen:

This opinion is furnished in connection with the filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") by Carrier Global Corporation (the "Corporation") under the Securities Act of 1933, as amended (the "Securities Act"), for the offer and sale of up to 80,000,000 shares (the "Shares") of the Corporation's common stock, par value \$0.01 per share (the "Common Stock"), issuable under the Carrier Global Corporation 2020 Long-Term Incentive Plan (the "Plan") adopted in connection with the distribution by United Technologies Corporation ("UTC") of all of the outstanding shares of the Common Stock to shareowners of UTC (the "Distribution").

I have acted as counsel to the Corporation in connection with certain matters relating to the Plan, including the registration of the Shares. I have reviewed such corporate proceedings relating thereto and have examined such records, certificates and other documents and considered such questions of law as I have deemed necessary in giving this opinion, including:

- (i) the Corporation's certificate of incorporation as currently in effect and amendments thereto as contemplated to be in effect at the time of the Distribution (the certificate of incorporation, as so amended, the "Certificate of Incorporation");
- (ii) the Corporation's bylaws as currently in effect and amendments thereto as contemplated to be in effect at the time of the Distribution (the bylaws, as so amended, the "Bylaws");
- (iii) certain resolutions adopted by the Board of Directors of the Corporation;
- (iv) a copy of the Plan; and
- (v) the Registration Statement.

In examining the foregoing documents, I have assumed all signatures are genuine, that all documents purporting to be originals are authentic, that all copies of documents conform to the originals and that the representations and statements included therein are accurate.

I have relied as to certain matters on information obtained from public officials, officers of the Corporation and other sources I believe to be responsible.

Based on the foregoing, it is my opinion that when the Certificate of Incorporation and the Bylaws each becomes effective and the Shares have been issued, delivered and paid for in the manner contemplated by and upon the terms and conditions set forth in the Registration Statement and in accordance with the provisions of the Plan, the Shares will be validly issued, fully paid and non-assessable.

I do not express any opinion herein on any laws other than the Delaware General Corporation Law.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the aforementioned Registration Statement and to the reference to my name under the heading "Interests of Named Experts and Counsel" in the Registration Statement and any amendments thereto. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Ariel David

---

Ariel David  
Vice President, Legal & Secretary

---

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Carrier Global Corporation of our report dated February 7, 2020 relating to the financial statements and financial statement schedule, which appears in Carrier Global Corporation's Amendment No. 1 to Registration Statement on Form 10.

/s/ PricewaterhouseCoopers LLP  
Fort Lauderdale, Florida  
March 16, 2020

---

**CONSENT TO BE NAMED**

Pursuant to Rule 438 under the Securities Act of 1933, as amended (the "Securities Act"), the undersigned hereby consents to be named as a person about to become a director of Carrier Global Corporation (the "Registrant") in the Registration Statement of the Registrant (including any and all amendments or supplements thereto) to be filed with the U.S. Securities and Exchange Commission under the Securities Act.

/s/ John V. Faraci

Name: John V. Faraci

March 16, 2020

---

**CONSENT TO BE NAMED**

Pursuant to Rule 438 under the Securities Act of 1933, as amended (the “Securities Act”), the undersigned hereby consents to be named as a person about to become a director of Carrier Global Corporation (the “Registrant”) in the Registration Statement of the Registrant (including any and all amendments or supplements thereto) to be filed with the U.S. Securities and Exchange Commission under the Securities Act.

*/s/ Jean-Pierre Garnier*

Name: Jean-Pierre Garnier

March 16, 2020

---

**CONSENT TO BE NAMED**

Pursuant to Rule 438 under the Securities Act of 1933, as amended (the “Securities Act”), the undersigned hereby consents to be named as a person about to become a director of Carrier Global Corporation (the “Registrant”) in the Registration Statement of the Registrant (including any and all amendments or supplements thereto) to be filed with the U.S. Securities and Exchange Commission under the Securities Act.

/s/ David Gitlin

Name: David Gitlin

March 16, 2020

---

**CONSENT TO BE NAMED**

Pursuant to Rule 438 under the Securities Act of 1933, as amended (the “Securities Act”), the undersigned hereby consents to be named as a person about to become a director of Carrier Global Corporation (the “Registrant”) in the Registration Statement of the Registrant (including any and all amendments or supplements thereto) to be filed with the U.S. Securities and Exchange Commission under the Securities Act.

/s/ John J. Greisch

Name: John J. Greisch

March 16, 2020

---

**CONSENT TO BE NAMED**

Pursuant to Rule 438 under the Securities Act of 1933, as amended (the “Securities Act”), the undersigned hereby consents to be named as a person about to become a director of Carrier Global Corporation (the “Registrant”) in the Registration Statement of the Registrant (including any and all amendments or supplements thereto) to be filed with the U.S. Securities and Exchange Commission under the Securities Act.

/s/ Charles M. Holley, Jr.

\_\_\_\_\_  
Name: Charles M. Holley, Jr.

March 16, 2020

---

**CONSENT TO BE NAMED**

Pursuant to Rule 438 under the Securities Act of 1933, as amended (the “Securities Act”), the undersigned hereby consents to be named as a person about to become a director of Carrier Global Corporation (the “Registrant”) in the Registration Statement of the Registrant (including any and all amendments or supplements thereto) to be filed with the U.S. Securities and Exchange Commission under the Securities Act.

/s/ Michael M. McNamara

\_\_\_\_\_  
Name: Michael M. McNamara

March 16, 2020

---



**CONSENT TO BE NAMED**

Pursuant to Rule 438 under the Securities Act of 1933, as amended (the “Securities Act”), the undersigned hereby consents to be named as a person about to become a director of Carrier Global Corporation (the “Registrant”) in the Registration Statement of the Registrant (including any and all amendments or supplements thereto) to be filed with the U.S. Securities and Exchange Commission under the Securities Act.

/s/ Michael A. Todman

\_\_\_\_\_  
Name: Michael A. Todman

March 16, 2020

---

**CONSENT TO BE NAMED**

Pursuant to Rule 438 under the Securities Act of 1933, as amended (the “Securities Act”), the undersigned hereby consents to be named as a person about to become a director of Carrier Global Corporation (the “Registrant”) in the Registration Statement of the Registrant (including any and all amendments or supplements thereto) to be filed with the U.S. Securities and Exchange Commission under the Securities Act.

/s/ Virginia M. (Gina) Wilson

\_\_\_\_\_  
Name: Virginia M. (Gina) Wilson

March 16, 2020

---