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## HONEYWELL COMMENTS ON DISCUSSIONS WITH UNITED TECHNOLOGIES

MORRIS PLAINS, N.J., February 23, 2016 -- Honeywell (**NYSE: HON**) confirms that over the past year it has engaged in discussions with United Technologies Corporation regarding a possible business combination. The value creation from a combination is significant, including the benefits of \$3.5 billion in annualized cost synergies. We do not see the regulatory process as a material obstacle to a transaction. In fact, a combination would benefit our customers and enhance our ability to offer a more comprehensive and compelling suite of technologies to serve their needs. Honeywell believes the combined company's financial profile would be stronger than the highest valued peers in the multi-industry group today, creating an opportunity for incremental value for both sets of shareowners over the short- and long-term. A combined Honeywell and United Technologies would maintain a strong investment grade rating, and have higher free cash flow and a rapid deleveraging profile.

We would not and will not pursue a transaction that is not in the best interest of our shareowners, consistent with our successful and disciplined capital deployment framework. Regardless of whether a transaction occurs, we are highly confident in our long-term growth prospects, our ability to create shareowner value, and our strong investment grade balance sheet.

"Honeywell has built a company that is well positioned for continued global growth as a standalone company over the long-term," said Honeywell Chairman and CEO, Dave Cote. "We have built a track record of strong performance that has seen us regularly meet or exceed expectations. The Company has delivered double-digit earnings growth for six consecutive years and has shown that our differentiated technologies and the diversity of opportunity in our portfolio is working, and that our process initiatives, including HOS Gold, are driving new business efficiencies and profitability. This performance, combined with a balanced capital deployment framework that included \$10 billion in 2015 on a combination of acquisitions, reinvestments in our business, and increased dividends, has helped Honeywell increase shareowner value nearly 500% since 2003, outpacing both the S&P 500 and our peer averages. We are committed to continuing this outperformance."

Honeywell ([www.honeywell.com](http://www.honeywell.com)) is a Fortune 100 diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes, and industry; turbochargers; and performance materials. For more news and information on Honeywell, please visit [www.honeywellnow.com](http://www.honeywellnow.com).

This release contains certain statements that may be deemed "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, that address activities, events or developments that we or our management intends, expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are based upon certain assumptions and assessments made by our management in light of their experience and their perception of historical trends, current economic and industry conditions, expected future developments and other factors they believe to be appropriate. The forward-looking statements included in this release are also subject to a number of material risks and uncertainties, including but not limited to economic, competitive, governmental, and technological factors affecting our operations, markets, products, services and prices. Such forward-looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by such forward-looking statements. We identify the principal risks and uncertainties that affect our performance in our Form 10-K and other filings with the Securities and Exchange Commission.