



AUDIT COMMITTEE CHARTER

APRIL 24, 2017

I. Purpose

The Audit Committee (“Committee”) is appointed by the Board of Directors (“Board”) to assist the Board in its oversight responsibilities relating to: the integrity of UTC’s financial statements; the independence, qualifications and performance of UTC’s internal and external auditors; the Company’s compliance with its policies and procedures, internal controls, Code of Ethics and applicable laws and regulations; policies and procedures with respect to risk assessment and management; and such other responsibilities as delegated by the Board from time to time. The Committee provides the opportunity for an open and candid dialog on these issues among the Committee members, management, the independent auditor, and the internal auditor.

The Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the “Commission”) to be included in UTC’s annual proxy statement.

II. Composition

The Committee shall be composed of not less than three directors appointed by the Board. The members of the Committee shall meet the independence and financial literacy requirements of the New York Stock Exchange and Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”). At least one member of the Committee shall qualify as an audit committee financial expert, as that term is defined in rules of the Commission. Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

III. Meetings

The Committee shall meet at least four times annually and additional meetings shall be scheduled as appropriate, including to review quarterly and annual financial results. The Committee shall meet periodically with management (including the CFO and the chief accounting officer), the internal auditor and the independent auditor in separate executive sessions and shall have other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate.

IV. Responsibilities and Duties

The Committee shall have the sole authority and responsibility annually, in its capacity as a committee of the Board, to recommend to the Board the nomination of the independent auditor for approval by the shareowners. The Committee shall be directly responsible for the retention, termination, compensation, evaluation, and oversight of the work of the independent auditor (including resolution of any disagreements with management) for the purpose of preparing or issuing an audit report and related work. The independent auditor shall report directly to the Committee.

The Committee shall pre-approve all auditing services and permitted non-audit services to be performed for UTC by its independent auditor. The Committee may establish policies and procedures for pre-approval of audit and permitted non-audit services, including delegation of authority to one or more members of the Committee to grant pre-approvals of those services, provided that such policies and procedures conform to applicable legal requirements and that the Committee is informed of each such service at its next scheduled meeting.

The Committee shall have the authority to retain and compensate independent legal, accounting or other advisors, and shall obtain advice and assistance to the extent it deems necessary or appropriate.

The Committee shall make regular reports to the Board on significant matters reviewed or considered by the Committee, including any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors, or the performance of the internal audit function. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Committee's own performance.

The Committee shall:

A. Financial Statements and Disclosure Matters

1. Meet to review and discuss with management and the independent auditor the annual audited financial statements, including review of UTC's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee shall also recommend to the Board whether the audited financial statements should be included in UTC's Report on Form 10-K.

2. Meet to review and discuss with management and the independent auditor UTC's quarterly financial statements prior to the filing of its Report on Form 10-Q, including review of UTC's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee shall also review the results of the independent auditor's review of the quarterly financial statements.

3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of UTC's financial statements.

4. Review and discuss on a timely basis with the independent auditor:

(a) Critical accounting policies and practices used including any significant changes.

(b) Alternative treatments of significant financial information within generally accepted accounting principles that have been discussed with management, including the effects of alternatives and the preferred method of the independent auditor.

(c) Other significant communications between the independent auditor and management, such as any management letter or accounting adjustments proposed by the independent auditor that were waived by management as immaterial or otherwise.

5. Review UTC's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings expectations provided to analysts and rating agencies.

6. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on UTC's financial statements.
7. Review overall policies and practices for enterprise risk management, including delegation of oversight for particular areas of risk to the appropriate Board committees. Discuss with management the company's major financial risk exposures as well as significant operational, compliance, reputational, strategic and cybersecurity risks, and the steps management has taken to monitor and manage such exposures to be within the company's risk tolerance.
8. Discuss with the independent auditor the matters required to be communicated by the Public Company Accounting Oversight Board's (PCAOB) Auditing Standard No. 1301, *Communications with Audit Committees*, including any problems or difficulties encountered during the audit and management's response.
9. Discuss the adequacy and effectiveness of the Company's internal controls with management, the independent auditor and the internal auditor in conjunction with UTC's CEO and CFO certification process for the Reports on Form 10-K and Form 10-Q, including any significant deficiencies or material weaknesses in the design or operation of internal controls and additional management procedures and audit steps performed in light of any material control deficiencies.

B. Oversight of UTC's Relationship with the Independent Auditor

1. Obtain and review a report from the independent auditor at least annually describing (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm, and (c) any steps taken to deal with any such issues.
2. Obtain periodically, but no less than annually, a formal written statement from the independent auditor delineating all relationships between the audit firm and UTC, including each non-audit service provided to the Company and at least the matters set forth in the PCAOB Rule 3526.
3. Review and evaluate the independent auditor's qualifications, performance and independence, including a review of the lead partner, taking into account the opinions of management and the internal auditor. Ensure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether it is appropriate to rotate the independent audit firm itself in order to assure continuing auditor independence. The Committee shall present the results of its review to the full Board.
4. Establish policies for UTC's hiring of employees or former employees of the independent auditor.
5. Discuss with the independent auditor significant issues reviewed with the auditor's national office regarding auditing or accounting issues identified during the engagement.
6. Meet with the independent auditor annually to discuss the planning and staffing of the audit.

C. Oversight of UTC's Internal Audit Function

1. Review and approve the Internal Audit Department Charter.
2. Review and approve the appointment and replacement of the senior internal audit executive.
3. Review and approve the annual audit plan and any significant changes to the plan together with the annual operating budget and resource plan.
4. Review significant findings and key trends related to UTC's internal controls, risk management and governance processes.
5. Discuss with the independent auditor and management the internal audit department responsibilities, audit plan, budget and staffing.

D. Compliance Oversight Responsibilities

1. Oversee and review UTC's legal, ethical and regulatory compliance program, including the Company's business conduct guidelines, and review at least annually the implementation and effectiveness of the program.
2. Discuss any illegal acts discovered by the independent auditor during the course of its work and its conclusions with respect to such illegal acts or obtain assurance from the independent auditor that none were discovered.
3. Obtain reports from management, the senior compliance officer and UTC's internal auditor on any significant issues regarding compliance with applicable laws and regulations and with UTC's Code of Ethics. Receive periodic updates by the General Counsel and senior compliance officer on any pending investigations of potentially significant alleged violations of laws, regulations or company policies.
4. Establish procedures for and oversee the receipt, retention and treatment of complaints received by UTC regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
5. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise potentially material issues regarding UTC's financial statements or accounting policies.
6. Discuss with UTC's General Counsel legal matters that may have a material impact on the financial statements or UTC's compliance policies.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits, to determine that UTC's financial statements are complete and accurate or to determine that such statements are in accordance with generally accepted accounting principles. It is also not the duty of the Committee to conduct investigations or to assure compliance with laws and regulations and UTC's policies and procedures. These are the responsibilities of management, the independent auditor or others retained by the Committee.