



August 23, 2018

HONEYWELL UPDATE

Honeywell
THE POWER OF **CONNECTED**

Forward Looking Statements

This presentation 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 presentation 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, as well as the ability to effect the separations. 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, including with respect to any changes in or abandonment of the proposed separations. 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.

Non-GAAP Financial Measures

This presentation contains financial measures presented on a non-GAAP basis. Honeywell’s non-GAAP financial measure used in this presentation is adjusted earnings per share, which is earnings per share adjusted to exclude pension mark-to-market expenses, as well as other components, such as separation costs related to the spin-offs, the 4Q17 U.S. tax legislation charge, and adjustments to such charge, if and as noted in the presentation. We do not publish forward-looking EPS guidance on a GAAP basis, as management cannot reliably predict and estimate, without unreasonable effort, pension mark-to-market expense as it is dependent on macroeconomic factors, such as changing interest rates and the return generated on invested pension plan assets, separation costs given the inherent uncertainty of any such estimates, and any adjustments to the 4Q17 U.S. tax legislation charge as the amounts are provisional and subject to change. Management believes that, when considered together with reported amounts, these measures are useful to investors and management in understanding our ongoing operations and in the analysis of ongoing operating trends. These metrics should be considered in addition to, and not as replacements for, the most comparable GAAP measure. Refer to the Appendix attached to this presentation for reconciliations of non-GAAP financial measures to the most directly comparable GAAP measures.

For additional information with respect to Garrett and Resideo and the proposed spin-offs, please refer to the Form 10 Registration Statements, as they may be further amended, on file with the Securities and Exchange Commission.

The spin-offs are subject to customary conditions and regulatory approvals, including final approval by Honeywell’s board of directors. This communication shall not constitute an offer of any securities for sale, nor shall there be any offer, sale or distribution of securities in any jurisdiction in which such offer, sale or distribution would be unlawful prior to appropriate registration or qualification under the securities laws of such jurisdiction.

What We Announced Today

- **Garrett Motion Inc. (former Transportation Systems) and Resideo Technologies, Inc. (former Homes and ADI distribution) both filed public Form 10s**
- **Spins on track with previously announced timeline – Garrett spin at end of Q3, Resideo spin by end of 2018**
- **HON expects to receive one-time dividends totaling ~\$3B once both spins are effective**
- **Spins to enter into separate indemnity agreements related to HON's legacy liabilities; will pay HON up to \$315M in respect of each year. Assuming \$350 million of HON expense in a year, anticipate prospective EPS benefit of ~\$0.40.**
- **HON to revise its accounting related to the time period associated with legacy Bendix asbestos-related liabilities; no impact to ongoing cash flows, minor upside to 2018 adjusted earnings per share guidance**
- **HON raised full-year 2018 adjusted earnings per share guidance¹ by five cents to new range of \$8.10 - \$8.20**

¹Adjusted EPS guidance includes estimated full-year earnings from the former Transportation Systems and Homes and ADI global distribution businesses and excludes pension mark-to-market, separation costs related to the spin-offs of Resideo and Garrett, and adjustments to the 4Q17 U.S. tax legislation charge.

Why Today's Announcement is Good for HON Shareowners

- **Next step toward more focused portfolio, across fewer end markets, that will continue to outperform**
 - Continued aggressive capital deployment supported by SpinCo dividends
 - Continued execution of software strategy, clear opportunities for further investment in all remaining businesses
- **Honeywell expects to receive one-time dividend from each SpinCo totaling ~\$3B**
 - Proceeds to be deployed to debt repayment and share repurchases
 - Intend to eliminate all stranded costs by end of 2019 or sooner
- **HON's future legacy liability spending reduced by as much as \$315M in respect of any year**
 - Assuming \$350 million of expense in a year, ~\$0.40 per share benefit, prospectively
 - Indemnity agreements allow HON to continue to effectively manage legacy Bendix asbestos and environmental liabilities
- **Honeywell's financial position will be even stronger, post-spins**
 - Dividends and indemnity agreements reduce ongoing costs, strengthen earnings potential and cash flow generation
 - Revised accounting estimate for our unasserted claims related to Bendix asbestos liabilities will reflect the full term of the epidemiological projections through 2059.

Overview of Indemnity Agreements



| | | |
|----------------------------|--|---|
| Liabilities Covered | <ul style="list-style-type: none"> 90% of annual Bendix and other asbestos liability spending and certain environmental liability spending (net of 90% of insurance and other Honeywell recoveries relating to these liabilities) | <ul style="list-style-type: none"> 90% of subset of legacy environmental liability spending (net of 90% of insurance and other Honeywell recoveries relating to these liabilities) |
| Annual Payment Cap | <ul style="list-style-type: none"> Up to \$175M in respect of any year Paid quarterly | <ul style="list-style-type: none"> Up to \$140M in respect of any year Paid quarterly |
| Term | <ul style="list-style-type: none"> Terminates after Garrett payment obligations (including in respect of deferred amounts) over a 3-year period fall below \$25M annually or on December 31, 2048, whichever comes first | <ul style="list-style-type: none"> Terminates after Resideo payment obligations (including in respect of deferred amounts) over a 3-year period fall below \$25M annually or on December 31, 2043, whichever comes first |
| Capital Structure | <ul style="list-style-type: none"> Sound capital structure Anticipated to have high-yield corporate credit rating Will evaluate dividend post-spin | <ul style="list-style-type: none"> Sound capital structure Anticipated to have high-yield corporate credit rating Intends to pay regular dividend post-spin |

Summary

- **Spins publicly filed Form 10 registration statements with the SEC, on track with previously announced timeline**
- **Garrett and Resideo will be established with sound capital structures**
- **Expected financial contributions strengthen Honeywell's already-strong balance sheet, earnings and cash potential**
- **Honeywell, Garrett and Resideo are well-positioned for strong futures**

Appendix

Reconciliation of Earnings Per Share to Adjusted Earnings Per Share

| | <u>2018E</u> |
|--|------------------------|
| Earnings per share of common stock - assuming dilution (EPS) | \$TBD |
| Pension mark-to-market expense | TBD |
| Separation costs | TBD |
| Adjustments to 4Q17 U.S. tax legislation charge | TBD |
| Adjusted EPS | <u>\$8.10 - \$8.20</u> |

We believe adjusted earnings per share is a measure that is useful to investors and management in understanding our ongoing operations and in analysis of ongoing operating trends. For forward looking information, management cannot reliably predict or estimate, without unreasonable effort, the pension mark-to-market expense as it is dependent on macroeconomic factors, such as interest rates and the return generated on invested pension plan assets, the separation costs given the inherent uncertainty of the estimates, and any adjustments to the charge from 4Q17 U.S. tax legislation as the charge is provisional. We therefore do not include an estimate for the pension mark-to-market expense, separation costs, or adjustments to 4Q17 U.S. tax legislation charge in this reconciliation. EPS guidance includes estimated full-year earnings from the former Transportation Systems and Homes and ADI global distribution businesses. Based on economic and industry conditions, future developments and other relevant factors, these assumptions are subject to change.