



# **BOARD OF DIRECTORS COMPENSATION COMMITTEE CHARTER**

**Effective FEBRUARY 2, 2023**

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To promote and maintain effective governance practices, the Carrier Global Corporation (“Carrier”) Board of Directors (“Board”) has adopted this Charter of the Compensation Committee (“Committee”):

## **I. PURPOSE**

The Committee is a standing committee of the Board. The purpose of the Committee is to discharge the oversight responsibilities of the Board in connection with the compensation and benefits of Carrier’s executives and other employees, Carrier’s diversity and inclusion and employee engagement programs, and such other responsibilities as delegated by the Board from time to time.

## **II. COMPOSITION**

The Board shall appoint members of the Committee, based upon the recommendations of the Governance Committee of the Board, at the Board’s annual organizational meeting or as necessary to fill vacancies in the interim, and shall consist of at least three directors. Each Committee member shall satisfy the director independence requirements of the New York Stock Exchange and Carrier’s Director Independence Policy, and qualify as a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Members of the Committee may be removed from the Committee by the Board at any time, with or without cause. One member of the Committee shall be appointed by the Board as the Chair of the Committee.



### III. MEETINGS

The Committee shall meet as often as it determines necessary to discharge its responsibilities and, in doing so, the Committee may meet privately with members of management and others. The Committee Chair shall preside at each meeting. If the Committee Chair is not present at a meeting, then the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. Committee meetings shall be called, and the Committee shall act, only in accordance with Carrier's Bylaws.

### IV. RESPONSIBILITIES

The responsibilities of the Committee shall include:

#### A. Compensation Practices and Policies

1. Review executive compensation practices and policies of Carrier to ensure that they adequately and appropriately align executive and shareowner interests and mitigate compensation-based risk;
2. Make recommendations to the Board regarding the adoption, amendment, or termination of equity compensation programs that require shareowner approval;
3. Approve the adoption, amendment, and termination of incentive compensation and deferred compensation programs for Carrier's executives and certain non-executives;
4. Oversee the administration of Carrier's equity and deferred compensation plans and programs for its executives and certain non-executives, and either approve, or recommend for Board approval, as applicable, adoption or amendments to such plans and programs.
5. Review the design of other post-retirement benefit plans that have a material impact on Carrier's executive compensation program; and
6. Annually review a risk assessment of Carrier's compensation policies, plans, and practices;

#### B. Chief Executive Officer ("CEO") and Executive Chairman Compensation

1. Review and approve annual corporate goals and objectives relevant to CEO compensation and lead an evaluation of the CEO's performance against such goals and objectives as a Committee, or, if directed by the Board, together with the other independent directors. Such evaluation shall be communicated to the CEO annually by the Chairman and the Lead Independent Director (if any), or by the Lead Independent Director, if the Chairman is the Chief Executive Officer or Executive Chairman;



2. Determine and approve the CEO's compensation level based on the evaluation described in paragraph B.1. above, including: (a) the CEO's annual base salary; (b) the CEO's annual incentive compensation; and (c) awards to the CEO under Carrier's long-term incentive compensation plans, and any changes thereto;
3. As applicable, review and approve annual corporate goals and objectives relevant to Executive Chairman compensation and lead an evaluation of the Executive Chairman's performance against such goals and objectives as a committee or, if directed by the Board, together with the other independent directors. Such evaluation shall be communicated to the Executive Chairman by the Lead Independent Director; and
4. As applicable, determine and approve the Executive Chairman's compensation level based on the evaluation described in paragraph B.3. above, including: (a) the Executive Chairman's annual base salary; (b) the Executive Chairman's annual incentive compensation; and (c) awards to the Executive Chairman under Carrier's long-term incentive compensation plans, and any changes thereto;

### **C. Executive Compensation**

1. Review and approve a group of peer companies for the purpose of benchmarking executive compensation plans and practices;
2. Review and approve for officers subject to Section 16 of the Exchange Act ("Section 16 Officers") and members of Carrier's Executive Leadership Team ("ELT") changes to: (a) annual base salary; (b) annual incentive compensation; and (c) awards under Carrier's long-term incentive compensation plans;
3. Review and approve any employment agreements, post-employment consulting agreements, severance or change-in-control arrangements and any amendments thereto for the CEO, Executive Chairman, Section 16 Officers, and ELT members;
4. Establish and determine the satisfaction of performance goals for Carrier's executive incentive compensation plans, including performance goals related to implementation of Carrier's Environmental, Social, and Governance ("ESG") program;
5. Review and approve Carrier's practices for annual and long-term incentive awards for other executives and employees;
6. Review shareowner proposals relating to executive compensation matters; and



7. Establish and annually review compliance with Carrier share ownership requirements applicable to the CEO, Chief Financial Officer, Chief Human Resources Officer, Chief Legal Officer, and Business Unit Presidents;

#### **D. Engagement, Diversity & Inclusion**

1. Review and monitor Carrier's employee engagement and diversity and inclusion programs and related initiatives and goals of Carrier's ESG program; and
2. Conduct regular pay equity reviews of Carrier's compensation programs;

#### **E. Proxy Statement**

1. Review and approve the Compensation Discussion and Analysis included in Carrier's proxy statement, in accordance with Securities and Exchange Commission ("SEC") rules;
2. Produce the annual Compensation Committee Report included in Carrier's proxy statement, in accordance with SEC rules; and
3. Review and approve statements included in Carrier's proxy statement regarding shareowner advisory votes on executive compensation and the frequency of such votes;

#### **F. Other**

1. Annually review the adequacy of this Charter and recommend any changes to the Board for approval;
2. Make regular reports to the Board;
3. Undertake such other matters as may be referred to the Committee by the Board from time to time; and
4. Report annually to the Board the Committee's self-evaluation of its performance.

#### **V. Authority**

1. The Committee shall have the sole authority to retain and terminate such compensation consultants, outside counsel, and other advisors as the Committee may deem necessary or appropriate to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the advisor's independence from management, including those specified in Section 303A.05(c)



of the NYSE Listed Company Manual. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of its advisors and shall have sole authority to approve the advisor's fees and other terms and conditions of the advisor's retention. Carrier must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties;

2. Delegate, as appropriate, to the CEO, Chief Human Resources Officer, any other Section 16 Officer, or Vice President, Total Rewards, the authority to grant and administer equity awards to employees of Carrier who are not directors, the CEO, the Executive Chairman, Section 16 Officers, or ELT members, subject to such limitations as the Committee may determine; and
3. The Committee shall have the authority to form and delegate authority to subcommittees.