“Raytheon is **well positioned for the future** with a proven strategy, well-aligned portfolio of **industry-leading technologies** and a strong financial foundation. Our world-class team is focused on executing flawlessly and delivering innovative and affordable solutions to our **global customers** in defense, civil government and cybersecurity markets.”

— Tom Kennedy  
Chairman and CEO, Raytheon Company
RAYTHEON COMPANY – A TECHNOLOGY AND INNOVATION LEADER SPECIALIZING IN DEFENSE, CIVIL GOVERNMENT AND CYBERSECURITY SOLUTIONS THROUGHOUT THE WORLD

Our Vision: One global team creating trusted, innovative solutions to make the world a safer place.

*“Blue Marble” taken from Raytheon VIRS sensor on the Suomi NPP satellite.*
THE RAYTHEON OVERVIEW

$29B 29%
2019 NET SALES SALES TO INT’L CUSTOMERS

FOUNDED IN 1922
EMPLOYEES 70K
HQ: WALTHAM, MA

2019 SALES BY BUSINESS*
- Space and Airborne Systems (SAS) 23%
- Integrated Defense Systems (IDS) 23%
- Missile Systems (RMS) 29%
- Forcepoint™ 2%
- Intelligence, Information and Services (IIS) 22%

2019 SALES BY GEOGRAPHIC AREA
- USA 71%
- MENA** 14%
- Asia/Pacific 9%
- Europe/Other 6%

*Amounts may not add to 100% due to rounding. Employee count as of Dec. 31, 2019.
**MENA is defined as Middle East and North Africa.
THE RAYTHEON EDGE

- INNOVATIVE LEADER IN TECHNOLOGY DEVELOPMENT
- FOCUS ON EXECUTION AND EFFICIENCY
  WORLD-CLASS PROCESSES
- ROBUST FINANCIAL PERFORMANCE

BROAD AND DEEP PROGRAM BASE

MORE THAN 10K CONTRACTS

SHAREHOLDER-FRIENDLY CAPITAL DEPLOYMENT

15 CONSECUTIVE YEARS OF INCREASED DIVIDENDS

8.6% DIVIDEND RAISE IN 2019

$800M IN SHARE REPURCHASES IN 2019

RECORD INTERNATIONAL SALES*

29% INTERNATIONAL SALES IN 2019

STRONG BALANCE SHEET*

$468M NET DEBT

CREDIT RATING:*

Standard & Poor’s* A+

MOODY’s* A3

*As of year-end 2019

Standard & Poor’s is a registered trademark of Standard & Poor’s Financial Services, LLC. Moody’s is a registered trademark of MIS Quality Management Corporation.
RAYTHEON STRATEGY AND POSITIONING

RAYTHEON’S GROWTH STRATEGY

1. BUILD on AREAS OF STRENGTH WITHIN OUR KEY MISSION AREAS

2. FOCUS ADDITIONAL RESOURCES ON EMERGING OPPORTUNITIES WITHIN THE DoD MARKET

3. EXTEND RAYTHEON CYBER SOLUTIONS TO GOVERNMENT AND COMMERCIAL MARKETS

4. ENGAGE KEY COUNTRIES AS INDIVIDUAL MARKETS WITH MULTIPLE CUSTOMERS

NATIONAL DEFENSE STRATEGY INVESTMENT PRIORITIES

- NUCLEAR FORCES
- SPACE AND CYBERSPACE AS WARFIGHTING DOMAINS
- C4ISR
- MISSILE DEFENSE
- JOINT LETHALITY IN CONTESTED ENVIRONMENTS
- FORWARD FORCE MANEUVER AND POSTURE RESILIENCE
- ADVANCED AUTONOMOUS SYSTEMS
- RESILIENT AND AGILE LOGISTICS

RAYTHEON’S BACKLOG AND SALES

FUTURE DoD BUDGETS Aligned WITH NDS PRIORITIES

DoD BASE BUDGET MODERNIZATION AND RDT&E GROWTH

<table>
<thead>
<tr>
<th></th>
<th>FY17</th>
<th>FY18</th>
<th>FY19</th>
<th>FY20</th>
</tr>
</thead>
<tbody>
<tr>
<td>Modernization</td>
<td>$107B</td>
<td>$222B</td>
<td>$229B</td>
<td>$235B</td>
</tr>
<tr>
<td>% growth</td>
<td>3%</td>
<td>19%</td>
<td>3%</td>
<td>3%</td>
</tr>
<tr>
<td>RDT&amp;E</td>
<td>$73B</td>
<td>$88B</td>
<td>$94B</td>
<td>$104B</td>
</tr>
<tr>
<td>% growth</td>
<td>6%</td>
<td>21%</td>
<td>7%</td>
<td>10%</td>
</tr>
</tbody>
</table>

RAYTHEON HAS ACCELERATED SALES GROWTH SINCE 2015
INTERNATIONAL REPRESENTS ~38% OF BACKLOG

- Raytheon Capability

A Proven Global Growth Strategy Well Aligned to the NDS Priorities and DoD Budget
ALIGNED WITH CUSTOMER PRIORITIES

**MISSILE DEFENSE**
Raytheon’s broad portfolio of proven missile defense systems delivers multilayered protection to protect the U.S. and its allies against a growing range of current and emerging threats.

**COMMAND AND CONTROL**
Raytheon is a leader in command and control systems, combining sensors and advanced networks to create entirely new ways of perceiving the world.

**SENSORS AND IMAGING**
Raytheon’s proven radars and sensors work together to help experts see further, track longer and prepare smarter.

**CYBER**
Raytheon offers end-to-end capabilities that help customers protect information and infrastructures from cyber threats, and confidently navigate the cyber domain.

**ELECTRONIC WARFARE**
Raytheon’s advanced electronic warfare systems and capabilities give our warfighters the continued strategic advantage to effectively and safely execute their missions in the modern threat environment.

**PRECISION WEAPONS**
Raytheon’s reliable and cost-effective precision weapons systems incorporate advanced technologies that enable U.S. and allied military services to hit the target and protect their warfighters from evolving threats.

**TRAINING SERVICES**
From live, virtual, gaming and constructive training to multinational force exercises, Raytheon trains people for the world’s most important missions.

**MISSION SUPPORT**
Raytheon is integrating the best defense systems with advanced commercial software to improve decision speed and quality across domains. Our innovative approaches and proven tools keep customers mission-ready and relevant while optimizing limited resources.
OUR BUSINESSES ARE ORGANIZED BY KEY MISSION AREAS

IDS
Headquartered in Tewksbury, Massachusetts, Integrated Defense Systems uses expertise across a broad portfolio of sensors, weapons and integration systems to provide its global customers with affordable, integrated solutions that span multiple mission areas, including air and missile defense systems; missile defense radars; early warning radars; naval ship operating systems; command and control and other advanced technologies.

IIS
Headquartered in Dulles, Virginia, Intelligence, Information and Services designs and delivers solutions and services that leverage its deep expertise in cyber, analytics and automation. Software, systems integration and the support and sustainment of Raytheon and other companies’ systems for intelligence, military and civil applications are delivered across four domains: space, cyber, mission readiness and multidomain battlespace management command and control.

RMS
Headquartered in Tucson, Arizona, Missile Systems is the premier global effects provider across broad addressable markets. The business designs, integrates, delivers and supports weapons systems for all missions spanning all domains, including interceptors for ballistic missile defense. It operates at the forefront of advanced technology development including hypersonic, semi-autonomous and netted weapon systems.

SAS
Headquartered in McKinney, Texas, Space and Airborne Systems is a leading provider of radar and sensor systems on airborne and space-based platforms. The business also provides communications, electronic warfare, high-energy laser solutions and special mission aircraft for the network-centric battlefield. Research advancements range from linguistics to quantum computing.

FORCEPOINT
Headquartered in Austin, Texas, Forcepoint is the global human-centric cybersecurity company transforming the digital enterprise by continuously adapting security response to the dynamic risk posed by individual users and machines. The Forcepoint human point system delivers risk-adaptive protection to continuously ensure trusted use of data and systems. Forcepoint protects the human point for thousands of enterprise and government customers.
Raytheon has a diverse portfolio of products and programs

CSI, AMRAAM, SM-3, EXCALIBUR, ESSM, Raytheon and Raytheon in red block letters are registered trademarks of Raytheon Company. Forcepoint is a registered trademark of Forcepoint, LLC. Patriot is a registered trademark of the U.S. Army, and used under license by Raytheon Company.
RAYTHEON CAPABILITIES AND SYSTEMS ACROSS ALL DOMAINS

PROTECTED COMMUNICATIONS
- PTS
- SMART-T

EO/IR
- Sensors

APNT
- Anti-jam GPS

TRAINING
- ETSC

MUNITIONS/MISSILES
- Excalibur®
- Javelin
- Stinger®
- TALON®
- TOW®

RADAR
- Firefinder
- MFRFS/KURFS

DIRECTED ENERGY
- High Energy Laser

CYBER PROTECTION

AIR-TO-AIR MISSILES
- AMRAAM®
- AIM-9X Sidewinder

STRIKE
- Griffin®
- HARM®
- JSOW®
- Maverick®
- Paveway™
- StormBreaker™

ISR/TARGETING
- ATFLIR
- Common Sensor Payload
- Infrared Imagers
- Multispectral Targeting System

EW/DECOYS
- Advanced Countermeasures
- MALD®-J
- Next Gen Jammer
- Radar Warning Receivers
- Counter Communications
- Towed Decoys

RADARS
- Fire Control
- TFFTA
- Surveillance

C4I
- Secure Computing/Processing
- Tactical Radios
- IFF
- PTS

APNT
- Anti-jam GPS

PAYLOADS
- Classified
- Commercial
- VIIRS

SYSTEMS
- GPS OCX
- JPSS

Sample capabilities and programs; not all-inclusive
BALANCED SALES MIX

2019 SALES BY CUSTOMER TYPE
STRONG INTERNATIONAL* PRESENCE

29% International

69% U.S. Government

2% Other

20% of total sales are classified

2019 SALES BY CONTRACT TYPE
EFFECTIVE EXECUTION IN FIXED PRICE AND COST-PLUS ENVIRONMENTS

55% Fixed Price

45% Cost-Plus

Flexibility to adjust to changes in the environment; serve multiple customers, multiple ways

*International Sales include Direct Commercial Sales as well as Foreign Military Sales
DIVERSIFIED SALES MIX BY CATEGORY*

Based on 2019 sales. Ranking reflects the relative, notional revenue per business unit. *Graph does not include Forcepoint.

Based on 2019 sales. Ranking reflects the relative, notional revenue per business unit. *Graph does not include Forcepoint.
PROVEN FINANCIAL PERFORMANCE

BOOKINGS ($M)

<table>
<thead>
<tr>
<th>Year</th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value</td>
<td>$25,145</td>
<td>$27,809</td>
<td>$27,718</td>
<td>$32,162</td>
<td>$36,340</td>
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</table>

NET SALES ($M)

<table>
<thead>
<tr>
<th>Year</th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value</td>
<td>$23,321</td>
<td>$24,124</td>
<td>$25,348</td>
<td>$27,058</td>
<td>$29,176</td>
</tr>
</tbody>
</table>

EPS FROM CONTINUING OPERATIONS

<table>
<thead>
<tr>
<th>Year</th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value</td>
<td>$6.87</td>
<td>$7.55</td>
<td>$6.94</td>
<td>$10.15</td>
<td>$11.92</td>
</tr>
</tbody>
</table>

OPERATING CASH FLOW FROM CONTINUING OPERATIONS ($M)

<table>
<thead>
<tr>
<th>Year</th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value</td>
<td>$2,346</td>
<td>$2,852</td>
<td>$2,747</td>
<td>$3,428</td>
<td>$4,482</td>
</tr>
</tbody>
</table>
SIGNIFICANT RETURN OF CASH TO SHAREHOLDERS (2004–2019)

DIVIDEND ($B) $10.3

SHARE BUYBACK ($B) $15.5
15 CONSECUTIVE YEARS OF SHAREHOLDER-FRIENDLY CAPITAL DEPLOYMENT

Average Diluted Shares Outstanding (M)

Dividend

Annualized dividend per share

* As of 12/31/2019
CORPORATE RESPONSIBILITY

RAYTHEON DOES NOT MANUFACTURE OR SELL CLUSTER MUNITIONS, LAND MINES OR NUCLEAR WARHEADS.

ONE OF THE MOST CIVIC-MINDED COMPANIES

OSHA RECORDABLE INJURY RATE*
SAFETY

-38%

RECORDABLE INJURY RATE

DART INJURY RATE (DAYS AWAY, RESTRICTED, OR TRANSFERRED)

-40%

* BETWEEN 2010–2018

CONTEMPORARY GOVERNANCE STRUCTURE

- BOARD OF DIRECTORS GOVERNANCE
- ANNUAL MAJORITY VOTING FOR DIRECTORS
- INDEPENDENT LEAD DIRECTOR
- INDEPENDENT COMMITTEES
- SPECIAL MEETING PROVISION
- REGULAR SHAREHOLDER OUTREACH
- RIGOROUS PAY FOR PERFORMANCE

ANNUAL SAY-ON-PAY VOTE

EMPOWERING THROUGH EDUCATION

- INSPIRING TOMORROW’S PROFESSIONALS TO PURSUE CAREERS IN SCIENCE, TECHNOLOGY, ENGINEERING AND MATH.
- SUPPORTING MILITARY FAMILIES, ARMED SERVICE MEMBERS AND VETERANS.

LEADER IN SUSTAINABILITY*
ENVIRONMENTAL

-38%

GREENHOUSE GAS EMISSIONS

- BETWEEN 2008–2018

RIGOROUS PAY FOR PERFORMANCE

- BETWEEN 2008–2018

Human Rights Campaign is a registered trademark of Human Rights Campaign. MathMovesU is a registered trademark of Raytheon Company. MathAlive! is a registered trademark of Evergreen Exhibitions, Ltd. Boys & Girls Clubs is a registered trademark of Boys & Girls Clubs of America, Inc. Student Veterans of America is a registered trademark of Student Veterans of America. Girl Scouts is a registered trademark of Girl Scouts of the United States of America.
CHRONOLOGY OF RAYTHEON (1995–PRESENT)

1995–1998
CONSOLIDATION
- Acquired Chrysler Technologies (1996)

1997–2002
INTEGRATION AND PORTFOLIO SHAPING #1
- Divested Appliance Group (1997)
- Divested Engineering and Construction (2000)

2001–2003
RESTRUCTURING AND BALANCE SHEET FOCUS
- Reorganized defense business (2002)
- Issued $2.4B of stock (2001–2002)
- Used proceeds from divestitures and stock issuance to reduce debt

2003–2007
PERFORMANCE FOCUS AND PORTFOLIO SHAPING #2
- Divested Raytheon Aircraft Company and Flight Options (2007)
- Reduced Net Debt by $6.2B
- S&P and Fitch upgraded credit rating to BBB+; Moody’s upgraded to Baa1

2006–2012
PERFORMANCE AND GROWTH
- International sales grew from 19% to 26%
- Significant margin expansion
- Strengthened underlying IT systems to form oneRTN
- Acquisitions in Cyber, Electronic Warfare and Directed Energy
- S&P and Fitch upgrade credit rating to A-; Moody’s upgrades to A3

2013–
POSITIONING FOR THE FUTURE
- Focusing on global growth; international backlog was 38% of total backlog at year-end 2019
- Investing in the future through IRAD and M&A
- Continue to return cash to shareholders
- Expanding market presence in advanced cybersecurity solutions; formed Forcepoint
- Optimizing facility utilization
- Proposed Merger of Equals with United Technologies Aerospace businesses
## Glossary

<table>
<thead>
<tr>
<th>Acronym</th>
<th>Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>ACCS</td>
<td>Air Command and Control System</td>
</tr>
<tr>
<td>ADOC</td>
<td>Air and Missile Defense Operations Center</td>
</tr>
<tr>
<td>AIM-9X</td>
<td>Air Intercept Missile-9X</td>
</tr>
<tr>
<td>AMRAAM®</td>
<td>Advanced Medium-Range Air-to-Air-Missile</td>
</tr>
<tr>
<td>AMRAAM-ER</td>
<td>Advanced Medium-Range Air-to-Air-Missile - Extended Range</td>
</tr>
<tr>
<td>AN/TPY-2</td>
<td>Army/Navy/Transportable Radar Surveillance</td>
</tr>
<tr>
<td>APNT</td>
<td>Assured Position Navigation and Timing</td>
</tr>
<tr>
<td>ATFLIR</td>
<td>Advanced Targeting Forward Looking Infrared</td>
</tr>
<tr>
<td>AWD</td>
<td>Air Warfare Destroyer</td>
</tr>
<tr>
<td>BC3</td>
<td>Battlespace Command and Control Center</td>
</tr>
<tr>
<td>C4I</td>
<td>Command, Control, Communications, Computers and Intelligence</td>
</tr>
<tr>
<td>C5I®</td>
<td>Command, Control, Communications, Computers, Cyber and Intelligence</td>
</tr>
<tr>
<td>CEC</td>
<td>Cooperative Engagement Capability</td>
</tr>
<tr>
<td>EASR</td>
<td>Enterprise Air Surveillance Radar</td>
</tr>
<tr>
<td>EKV</td>
<td>Exoatmospheric Kill Vehicle</td>
</tr>
<tr>
<td>EO/IR</td>
<td>Electro-Optical/Infrared</td>
</tr>
<tr>
<td>ESSM®</td>
<td>Evolved Seasparrow Missile</td>
</tr>
<tr>
<td>ETSC</td>
<td>Enterprise Training Services Contract</td>
</tr>
<tr>
<td>EW</td>
<td>Electronic Warfare</td>
</tr>
<tr>
<td>GEM-T</td>
<td>Guidance Enhanced Missile-Tactical</td>
</tr>
<tr>
<td>GPS-OCX</td>
<td>Global Positioning System Next Generation Operational Control System</td>
</tr>
<tr>
<td>HARM®</td>
<td>High-Speed Anti-Radiation Missile</td>
</tr>
<tr>
<td>IAMD</td>
<td>Integrated Air and Missile Defense</td>
</tr>
<tr>
<td>IFF</td>
<td>Identification Friend or Foe</td>
</tr>
<tr>
<td>IRAD</td>
<td>Internal Research and Development</td>
</tr>
<tr>
<td>ISR</td>
<td>Intelligence, Surveillance and Reconnaissance</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Acronym</th>
<th>Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>JPSS</td>
<td>Joint Polar Satellite System</td>
</tr>
<tr>
<td>JSOW®</td>
<td>Joint Standoff Weapon</td>
</tr>
<tr>
<td>KURFS</td>
<td>Ku-Band Radio Frequency Radar</td>
</tr>
<tr>
<td>LTAMDS</td>
<td>Lower Tier Air and Missile Defense Sensor</td>
</tr>
<tr>
<td>MALD®-J</td>
<td>Miniature Air Launched Decoy - Jammer</td>
</tr>
<tr>
<td>MCM Systems</td>
<td>Mine Countermeasure Systems</td>
</tr>
<tr>
<td>MFRFS</td>
<td>Multifunction Radio Frequency System</td>
</tr>
<tr>
<td>MK-73</td>
<td>Mark - 73</td>
</tr>
<tr>
<td>MK-99</td>
<td>Mark - 99</td>
</tr>
<tr>
<td>NASAMS</td>
<td>National Advanced Surface-to-Air Missile System</td>
</tr>
<tr>
<td>Patriot®</td>
<td>Phased Array Tracking Intercept of Target</td>
</tr>
<tr>
<td>PTS</td>
<td>Position Tracking System</td>
</tr>
<tr>
<td>RAM</td>
<td>Rolling Airframe Missile</td>
</tr>
<tr>
<td>SBX</td>
<td>Sea-Based X-Band Radar</td>
</tr>
<tr>
<td>SM-2</td>
<td>Standard Missile-2</td>
</tr>
<tr>
<td>SM-3</td>
<td>Standard Missile-3</td>
</tr>
<tr>
<td>SM-6</td>
<td>Standard Missile-6</td>
</tr>
<tr>
<td>SMART-T</td>
<td>Secure Mobile Anti-Jam Reliable Tactical Terminal</td>
</tr>
<tr>
<td>SPY-3</td>
<td>Water Surface Craft Radar Multi-functional 3</td>
</tr>
<tr>
<td>SPY-6(V)</td>
<td>Water Surface Craft Radar Multi-functional 6</td>
</tr>
<tr>
<td>SSDS</td>
<td>Ship Self-Defense System</td>
</tr>
<tr>
<td>TF/TA</td>
<td>Terrain Following/Terrain Avoidance</td>
</tr>
<tr>
<td>TOW</td>
<td>Tube-Launched, Optionally Tracked, Wireless-Guided</td>
</tr>
<tr>
<td>UEWR</td>
<td>Upgraded Early Warning Radar</td>
</tr>
<tr>
<td>VIIRS</td>
<td>Visible Infrared Imaging Radiometer Suite</td>
</tr>
</tbody>
</table>
FORWARD-LOOKING STATEMENTS

This presentation contains forward-looking statements, including information regarding the company's financial outlook, future plans, objectives, business prospects and anticipated financial performance. These forward-looking statements are not statements of historical facts and represent only the company's (sometimes referred to as Raytheon) current expectations regarding such matters. These statements inherently involve a wide range of known and unknown risks and uncertainties. The company’s actual actions and results could differ materially from what is expressed or implied by these statements. Specific factors that could cause such a difference include, but are not limited to: risks associated with the announcement of the proposed merger with United Technologies Corporation (UTC), including its effect on our customer, supplier and other business relationships, employee retention and hiring, resources and management’s attention, our ability to pursue new business and investment opportunities, our operating results and business generally, and the market price of our common stock; risks associated with the successful and timely completion of the proposed merger with UTC and the related integration, as described in more detail below; the company’s dependence on the U.S. government for a significant portion of its business and the risks associated with U.S. government sales, including changes or shifts in defense spending due to budgetary constraints, spending cuts resulting from sequestration, a government shutdown, or otherwise, uncertain funding of programs, potential termination of contracts and performance under undefinitized contract awards; difficulties in contract performance; the resolution of program terminations; the ability to procure new contracts; the risks of conducting business in foreign countries; the unpredictability of timing of international bookkeeping; the ability to comply with extensive governmental regulation, including export and import requirements such as the International Traffic in Arms Regulations and the Export Administration Regulations, anti-bribery and anti-corruption requirements including the Foreign Corrupt Practices Act, industrial cooperation agreement obligations, and procurement and other regulations; dependence on U.S. government approvals for international contracts; changes in government procurement practices; the impact of competition; the ability to develop products and technologies, and the impact of associated investments and costs; the ability to recruit and retain qualified personnel; the impact of potential security and cyber threats, and other disruptions; the risk that actual pension returns, discount rates or other actuarial assumptions, including the long-term return on asset assumption, are significantly different than the company’s current assumptions; the risk of cost overruns, particularly for the company’s fixed-price contracts; dependence on material and component availability, subcontractor and partner performance and key suppliers; risks of a negative government audit; risks associated with acquisitions, investments, dispositions, joint ventures and other business arrangements; the ability to grow in the government and commercial cybersecurity markets; risks of an impairment of goodwill or other intangible assets; the impact of financial markets and global economic conditions; the use of accounting estimates in the company’s financial statements; the outcome of contingencies and litigation matters, including government investigations; the risk of environmental liabilities; changes in tax laws and regulations, or their interpretation; and other factors as may be detailed from time to time in the company’s public announcements and Securities and Exchange Commission filings.

Risks associated with the successful and timely completion of the proposed merger with UTC and the related integration include (1) the effect of economic conditions in the industries and markets in which UTC and Raytheon operate in the U.S. and globally and any changes therein, including financial market conditions, fluctuations in commodity prices, interest rates and foreign currency exchange rates, levels of end-market demand in construction and in both the commercial and defense segments of the aerospace industry, levels of air travel, financial condition of commercial airlines, the impact of weather conditions and natural disasters, the financial condition of our customers and suppliers, and the risks associated with U.S. government sales (including changes or shifts in defense spending due to budgetary constraints, spending cuts resulting from sequestration, a government shutdown, or otherwise, and uncertain funding of programs); (2) challenges in the development, production, delivery, support, performance and realization of the anticipated benefits (including our expected returns under customer contracts) of advanced technologies and new products and services; (3) the scope, nature, impact or timing of the proposed merger and the spin-offs by UTC of its Otis and Carrier businesses into separate companies (the separation transactions) and other merger, acquisition and divestiture activity, including among other things the integration of or with other businesses and realization of synergies and opportunities for growth and innovation and incurrence of related costs and expenses; (4) future levels of indebtedness, including indebtedness that may be incurred in connection with the proposed merger and the separation transactions, and capital spending and research and development spending; (5) future availability of credit and factors that may affect such availability, including credit market conditions and our capital structure; (6) the timing and scope of future repurchases by the combined company of its common stock, which may be suspended at any time due to various factors, including market conditions and the level of other investing activities and uses of cash; (7) delays and disruption in delivery of materials and services from suppliers; (8) company and customer-directed cost reduction efforts and restructuring costs and savings and other consequences thereof (including the potential termination of U.S. government contracts and performance under undefinitized contract awards and the potential inability to recover termination costs); (9) new business and investment opportunities; (10) the ability to realize the intended benefits of organizational changes; (11) the anticipated benefits of diversification and balance of operations across product lines, regions and industries; (12) the outcome of legal proceedings, investigations and other contingencies; (13) pension plan assumptions and future contributions; (14) the impact of the negotiation of collective bargaining agreements and labor disputes; (15) the effect of changes in political conditions in the U.S. and other countries in which UTC, Raytheon and the businesses of each operate, including the effect of changes in U.S. trade policies or the U.K.’s pending withdrawal from the European Union, on general market conditions, global trade policies and currency exchange rates in the near term and beyond; (16) the effect of changes in tax (including U.S. tax reform enacted on December 22, 2017, which is commonly referred to as the Tax Cuts and Jobs Act of 2017), environmental, regulatory and other laws and regulations (including, among other things, export and import requirements such as the International Traffic in Arms Regulations and the Export Administration Regulations, anti-bribery and anti-corruption requirements, including the Foreign Corrupt Practices Act, industrial cooperation agreement obligations, and procurement and other regulations) in the U.S. and other countries in which UTC, Raytheon and the businesses of each operate; (17) negative effects of the announcement or pendency of the proposed merger or the separation transactions on the market price of UTC’s and/or Raytheon’s respective common stock and/or on their respective financial performance; (18) the ability of...
the parties to receive the required regulatory approvals for the proposed merger (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction) and approvals of UTC’s stockholders and Raytheon’s stockholders and to satisfy the other conditions to the closing of the merger on a timely basis or at all; (19) the occurrence of events that may give rise to a right of one or both of the parties to terminate the merger agreement; (20) risks relating to the value of the UTC shares to be issued in the proposed merger, significant transaction costs and/or unknown liabilities; (21) the possibility that the anticipated benefits from the proposed merger cannot be realized in full or at all or may take longer to realize than expected, including risks associated with third-party contracts containing consent and/or other provisions that may be triggered by the proposed transaction; (22) risks associated with transaction-related litigation; (23) the possibility that costs or difficulties related to the integration of UTC’s and Raytheon’s operations will be greater than expected; (24) risks relating to completed merger, acquisition and divestiture activity, including UTC’s integration of Rockwell Collins, including the risk that the integration may be more difficult, time-consuming or costly than expected or may not result in the achievement of estimated synergies within the contemplated time frame or at all; (25) the ability of each of Raytheon, UTC, the companies resulting from the separation transactions and the combined company to retain and hire key personnel; (26) the expected benefits and timing of the separation transactions, and the risk that conditions to the separation transactions will not be satisfied and/or that the separation transactions will not be completed within the expected time frame, on the expected terms or at all; (27) the intended qualification of (i) the merger as a tax-free reorganization and (ii) the separation transactions as tax-free to UTC and UTC’s stockholders, in each case, for U.S. federal income tax purposes; (28) the possibility that any opinions, consents, approvals or rulings required in connection with the separation transactions will not be received or obtained within the expected time frame, on the expected terms or at all; (29) the risk that dissynergy costs, costs of restructuring transactions and other costs incurred in connection with the separation transactions will exceed UTC’s estimates; and (30) the impact of the proposed merger and the separation transactions on the respective businesses of Raytheon and UTC and the risk that the separation transactions may be more difficult, time-consuming or costly than expected, including the impact on UTC’s resources, systems, procedures and controls, diversion of its management’s attention and the impact on relationships with customers, suppliers, employees and other business counterparties.

There can be no assurance that the proposed merger, the separation transactions or any other transaction described above will in fact be consummated in the manner described or at all. For additional information on identifying factors that may cause actual results to vary materially from those stated in forward-looking statements, see the preliminary joint proxy statement/prospectus (defined below) and the reports of UTC and Raytheon on Forms 10-K, 10-Q and 8-K filed with or furnished to the Securities and Exchange Commission (the "SEC") from time to time.

The company undertakes no obligation to make any revisions to the forward-looking statements contained in this presentation or to update them to reflect events or circumstances occurring after the date of this presentation including any acquisitions, dispositions or other business arrangements that may be announced or closed after such date.