

**JOHNSON CONTROLS INTERNATIONAL PLC
BOARD OF DIRECTORS
AUDIT COMMITTEE**

CHARTER

Purpose

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Johnson Controls International plc (the "Company") to assist the Board in monitoring the financial reporting process and the integrity of the financial statements of the Company, the external auditor's independence and qualifications, the performance of the Company's internal and external auditor, the compliance by the Company with legal and regulatory requirements, the effectiveness of the Company's internal controls and risk management systems, and the Company's process for financial reporting on a quarterly and annual basis.

The Committee is also responsible for preparing the report required by the rules of the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement, overseeing the Company's Ethics Policy and compliance and ethics programs, including associated policies and procedures, and overseeing the Company's cybersecurity program and cyber-related risks.

In performing these duties, the Committee will maintain an effective, independent working relationship with the Board, management, internal auditors and external auditors.

Authority

The Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. Such authority includes but is not limited to, the authority to: retain outside counsel, accountants, outside advisors, consultants or others to assist in the conduct of an investigation or as it determines appropriate to advise or assist in the performance of its functions; seek any information it requires from employees or external parties and to direct such employees and external parties to, or to have such employees and external parties directed to, cooperate and comply with the Committee's requests; and meet with the internal auditors, Company officers, external auditors or outside counsel, as necessary.

The Company will provide the Committee with the appropriate funding to the extent the Committee deems necessary or appropriate to exercise its authority, and for other ordinary administrative expenses that the Committee determines are necessary or appropriate to carry out its duties. Further specific Board approval shall not be required for such funding.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees formed in accordance with the Company's Memorandum and Articles of Association and applicable law, as the Committee may deem appropriate in its sole discretion and to direct any such subcommittee or members of management to implement decisions made by the Committee.

Composition

The Committee shall have at least three members, each of whom shall meet the independence and experience requirements of the various regulatory bodies (i.e., New York Stock Exchange, SEC, etc.) as determined by the Board. The Board, after due consideration of the recommendation of the Governance and Nominating Committee, shall appoint the members of the Committee and designate its Chairperson (whose appointment shall be approved by the Committee). Committee members may not serve on more than two additional Committees of other public companies without the approval of the full Board. Each member of the Committee must possess a detailed understanding of the responsibilities of Committee

membership as well as the Company's business, operations and risks, and will be financially literate, as determined by the Board. At least one member of the Audit Committee will qualify as an "Audit Committee financial expert," as defined by the SEC. In addition, at least one member of the Committee shall meet the requirements of Section 167(4) and Section 167(6) of the Companies Act 2014 of Ireland.

No member of the Committee will receive compensation from the Company other than Board of Directors' and Board Committee members' fees.

Meetings

The Committee shall meet at least four times a year, and may meet additionally as it deems necessary or appropriate in its judgment, either in person or telephonically. The Audit Committee shall meet at least quarterly with management, the Vice President, Internal Audit, the Vice President, Legal Compliance, and the external auditor in separate executive sessions.

Responsibilities

The Committee will carry out the following responsibilities:

A. Financial Reporting

1. Review the annual audited financial statements, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" (MD&A), and the statutory audited accounts prepared by the Company in accordance with the Companies Act 2014 of Ireland, with management, the internal auditor and the external auditor, and recommend to the Board whether the audited financial statements should be included in the Annual Report on Form 10-K.
2. The Committee will meet (in person or by phone) with management and the independent auditors to review the quarterly operating results and financial statements (including specific disclosures contained in the MD&A section of the Quarterly Report on Form 10-Q), discuss the results against prior year, discuss any significant variances from the financial plan and discuss the results of the independent auditors' review of the quarterly financial statements prior to the filing of the Company's Form 10-Q with the SEC.
3. Review and discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.
4. Review with the Company's General Counsel legal matters that may have a material impact on the financial statements and any material reports or inquiries received from regulators or government agencies regarding compliance.
5. Review from time to time (but in no event less often than annually) with the external auditor and management, as appropriate:
 - Significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements;
 - Analyses of the effect of alternative assumptions, estimates or GAAP methods on the Company's financial statements;
 - Major issues regarding the Company's accounting principles and practices, including critical accounting policies and estimates, and major changes in accounting principles and practices suggested by the external auditor or management;
 - Matters required to be discussed by AU-C Section 260, *The Auditor's Communication with Those Charged with Governance*, relating to the conduct of the audit;
 - The results of the audit, which should include a review of any audit problems or difficulties encountered by the external auditor in the course of the audit work, including

any restrictions on the scope of activities or access to required personnel or information, and any disagreements with management; and

- Principles of accounting proposed or promulgated by regulatory accounting authorities, as well as off-balance sheet structures, and their impact on the Company's financial statements.

B. External Audit

1. Annually retain, evaluate, and, if appropriate, recommend termination of the Company's external auditor. The Committee shall be directly responsible, in its capacity as a Committee of the Board, for the appointment, compensation, oversight and evaluation of performance of the work of the external auditor. In addition, the Committee will review and evaluate the performance of the auditor's lead audit partner, and as required by law, ensure the rotation of the lead audit partner having primary responsibility for the audit and the rotation of the audit partner responsible for reviewing the audit. The Committee shall approve in advance all audit engagement fees and the terms of all audit services to be provided by the external auditor. The Committee shall establish policies and procedures for the engagement of the external auditor to provide permissible non-audit services, which shall include pre-approval of such services. Such audit and non-audit service fees shall be disclosed in the Company's annual proxy statement. The Committee may delegate its duties to pre-approve audit services and permitted non-audit services to its Chairperson, provided any such approvals are presented to the Committee at its next scheduled meeting.
2. At least annually, obtain and review a report from the external auditor describing any relationships between the auditor and the Company and any other relationships that may adversely affect the auditor's independence, consider the independence of the external auditor, and otherwise take appropriate action to satisfy itself of the independence of the auditor, including considering whether the provision of non-audit services by the external auditor is compatible with the auditor's independence.
3. Establish policies for the hiring of employees and former employees of the external auditor, particularly in light of the SEC's "cooling off" period.
4. At least annually, review the external auditor's proposed audit scope and approach, including coordination of audit effort with Internal Audit, to ensure the completeness of coverage and reduction of redundant efforts.
5. At least annually, obtain and review a report by the external auditor describing its own internal quality-control procedures, any material issues raised by its most recent quality-control review or peer review, and any inquiry or investigation by governmental or professional authorities with respect to any of its audits within the past five years, together with any steps taken to deal with any such issues.
6. On a regular basis, meet separately with the external auditors to discuss any matters that the Committee or auditors believe should be discussed privately.

C. Internal Audit

1. Approve the Internal Audit charter.
2. Approve the annual audit plan and all major changes to the plan. Review Internal Audit's activities and performance relative to its plan.
3. Review the significant findings from completed audits, as well as actions management is taking in response to these audits.
4. Review with management and the Vice President, Internal Audit, the audit budget, resource plan, staffing and organizational structure of the Internal Audit function.

5. Review and approve the performance evaluation, appointment or replacement of the Vice President, Internal Audit.
6. Review the effectiveness of the Internal Audit function, including compliance with The Institute of Internal Auditors' Definition of Internal Auditing, Code of Ethics and the *International Standards for the Professional Practice of Internal Auditing*.
7. On a regular basis, meet separately with the Vice President, Internal Audit, to discuss any matters that the Committee or Vice President, Internal Audit, believes should be discussed privately.

D. Compliance

1. Advise the Board with respect to the Company's Ethics Policy and enterprise-wide compliance and ethics program. Annually review and assess the adequacy of the Ethics Policy and implementation and effectiveness of the compliance and ethics program and recommend any proposed changes to the Board. Specifically, the Committee shall, no less than annually, discuss with management, the Company's Vice President, Chief Ethics and Compliance Officer, and the General Counsel, the Company's implementation and effectiveness of its compliance and ethics program, including compliance with its Ethic's Policy. The discussion shall cover any insider and affiliated party transactions as well as the Company's procedures that are in place to monitor compliance throughout the Company.
2. Review the effectiveness of procedures for the receipt, retention, resolution and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing or other matters, and for employees to make confidential and anonymous submissions of concern regarding any such matters. This should also include a review of management follow-up, including disciplinary action, for any significant actions of noncompliance.
3. At least quarterly, receive reports from the General Counsel and Vice President, Legal Compliance, regarding any significant compliance matters that may arise. Both the General Counsel and the Vice President, Legal Compliance, have direct reporting obligations and express authority to promptly communicate personally to the Committee about significant compliance matters that may affect the Company, including any matter involving criminal conduct or potential criminal conduct.
4. Review and approve the performance evaluation, appointment or replacement of the Vice President, Legal Compliance.
5. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations.
6. On a regular basis, meet separately with the Vice President, Legal Compliance, to discuss any matters that the Committee or Vice President, Legal Compliance, believes should be discussed privately.

E. Tax

Review with management the Company's overall tax position, including its annual effective tax rate, significant tax planning initiatives and tax audit settlements.

F. Internal Controls

1. Review the process for the SEC-required CEO and CFO quarterly certification and related internal controls.

2. Periodically review the adequacy and effectiveness of the Company's disclosure controls and procedures and the Company's internal controls, including material weaknesses, significant deficiencies and significant changes in internal controls, if any.
3. Consider the effectiveness of the Company's internal controls over annual and interim financial reporting, including information technology security and information technology controls.
4. Understand the scope of the internal and external auditor's review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management responses and remediation plans.

G. Reporting

1. Regularly report to the Board about Committee activities, issues and related recommendations.
2. Report annually to the shareholders, describing the Committee's composition, responsibilities and how they were discharged, and any other information required by regulators.

H. Other Responsibilities

1. Meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including insurance programs and risk management policies. Annually review and approve the Company's policies governing the use of derivatives as well as any Company designations or elections relating to derivatives.
2. Assess annually the Committee's and individual members' performance of the duties specified in this Charter and report its findings to the Board.
3. Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board.
4. In conjunction with the Company's Governance Committee, and on the basis of periodic reports made by the Governance Committee to the Board, monitor the effectiveness of the Company's risk management systems.

Effective: September 8, 2016