

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

CHARTER

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Johnson Controls International plc (the “Company”) to discharge the Board’s responsibilities relating to executive succession and the compensation of the Company’s executives and executive officers. The Committee makes recommendations to the Board regarding the selection and retention of executive officers. The Committee has overall responsibility for overseeing the compensation plans, policies, and programs of the Company with respect to executive officers and significant Company compensation matters and policies in general. As used in this charter, “executive officer” shall mean any executive deemed an “Officer” of the Company as defined under Section 16a-1(f) of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”).

Authority

The Committee shall have the sole authority and discretion to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or executive officer compensation and shall have sole authority to approve the consultant’s fees and other retention terms. The Committee shall also have authority and sole discretion to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Company will provide the Committee with the appropriate funding, as determined by the Committee, to exercise its authority to retain consultants or advisors. Prior to selecting any compensation consultant, legal counsel or other advisor that provides advice to the Committee, the Committee shall take into consideration factors relevant to the independence of such advisor to the extent required by applicable laws, regulations and New York Stock Exchange requirements § 303A.05(c), as well as any other factors required by applicable exchanges and/or the Exchange Act and corresponding rules that may be amended from time to time.

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 is a standing committee of the Board composed of not less than three (3) independent directors. An independent director may not have a material relationship with the Company, as determined by the Board. Further, for purposes hereof, a director must be independent as defined by the requirements of the New York Stock Exchange. Additionally, no director may serve on the Committee unless he or she (a) is a “Non-Employee Director” under the qualifications set forth in Rule 16b-3 of the Exchange Act and (b) satisfies the requirements of an “outside director” for purposes of Section 162(m)(4)(C) of the Internal Revenue Code of 1986, as amended. Committee members shall be appointed by the Board and may be removed or replaced by the Board. The Board shall appoint one member of the Committee to serve as the Chairman of the Committee.

Qualifications including sufficient knowledge of executive compensation and related matters are recommended for Committee members. In determining independence, the Board may (and shall, if required under NYSE listing requirements) consider all factors set forth in the NYSE listing requirements (and any exceptions thereto), including consideration of:

1. the source of compensation of a member of the Board, including any consulting, advisory, or other compensatory fee paid by the Company to such Board member; and
2. whether the Board member is affiliated with the Company, a subsidiary of the Company or an affiliate of the Company.

Meetings

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board with respect to its activities.

Responsibilities

The Committee shall:

1. Oversee the company's overall compensation structure, policies and programs for executive officers.
2. Annually review and recommend for approval to the independent directors of the Board, the corporate goals and objectives relevant to the CEO and the Chief Operating Officer (COO) compensation and evaluate the CEO's and COO's performance in light of those goals and objectives. The Committee shall determine the CEO's and COO's compensation levels based on this evaluation as described in item 4 below and recommend such compensation for approval by the independent directors of the Board. In determining the long-term incentive component of CEO and COO compensation, the Committee will consider the Company's performance, the value of similar incentive awards to similar officers at comparable companies, and the awards given to the CEO and COO in past years.
3. Review the talent development and succession plans for the CEO and other executive officer positions and consider and make recommendations to the Board regarding the appointment of the executive officers of the Company.
4. Annually review and approve, for the executive officers of the Company, each such executive officer's:
 - annual base salary level,
 - annual incentive opportunity level,
 - long-term incentive opportunity level,
 - employment agreement, severance arrangement, and change in control agreement/provision, in each case as, when and if appropriate, and
 - any special or supplemental benefits.
5. Administer, interpret, make grants and awards, adopt rules and approve amendments of the Company's equity compensation plan, as well as any compensation or benefit plan that is primarily for the benefit of executive officers, except for such actions that are required to be approved by the Board or shareholders pursuant to any applicable law or applicable listing requirement of the national securities exchange upon which the Company's ordinary shares are then traded.
6. Review the design, administration, participation, compliance, adequacy, competitiveness, and internal equity for the Company's broadly- applicable benefit programs, including, without limitation, defined benefit and contribution retirement plans. Administrative and fiduciary functions will be delegated to the appropriate fiduciary committee comprised of management, as appropriate.
7. Conduct an annual risk assessment of the Company's incentive compensation programs.
8. Monitor compliance by officers with the Company's stock ownership guidelines.
9. Oversee and administer the Company's compensation recoupment policy.
10. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission ("SEC"), evaluate the CD&A, make recommendations to the Board regarding the inclusion of the CD&A in the Company's annual report and proxy statement and oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of executive compensation matters.
11. Produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

12. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
13. Annually review and assess the Committee's own performance.

Effective: September 8, 2016