

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

**CHARTER**

**Mission Statement**

The Executive Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Johnson Controls International plc (the "Company") to assist the Board in fulfilling its oversight responsibility with its review and monitoring of major corporate actions. The purpose of the Committee shall be to provide Board oversight of the Company's external corporate development activities, business portfolio optimization and oversight of capital appropriations and capital expenditures.

**Organization**

The Committee is a standing committee of the Board composed of the Chairman of the Board or the Executive Chairman, as the case may be, the CEO, the Lead Director and the chair of each other standing committee. Each independent member of the Committee must be independent as defined by the requirements of the New York Stock Exchange and the Company's Corporate Governance Guidelines. The members of the Committee (other than the Chairman of the Board or the Executive Chairman, as the case may be) shall be appointed to the Committee by the Board, on the recommendation of the Governance Committee, annually or as necessary to fill vacancies in the interim. The Committee shall be chaired by the Chairman of the Board or the Executive Chairman, as the case may be (the "Committee Chair"). Committee members may be replaced by the Board. The Board, in its discretion, may appoint, from time to time, one or more additional directors to the Committee to assist the Committee in matters specifically delegated by the Board to the Committee.

**Meetings**

The Committee shall hold meetings as frequently as the Committee Chair, the Chief Executive Officer, or the Board deem advisable, either in person or telephonically, and at such times and places as the Committee Chair shall determine. Notices of all Committee meetings, as well as copies of all materials prepared for review with the Committee, shall be provided to all Directors and all Directors shall be invited to participate in Committee meetings. The Committee shall maintain minutes of its meetings and records relating to those meetings and its activities. The Committee shall also report regularly to the Board regarding its activities.

**Duties**

The following duties are set forth as a guide with the understanding that the Committee may diverge from this guide in accordance with applicable law, and that the Committee shall perform such other functions that may from time to time be assigned to it by the Board:

A. Corporate Development and Business Portfolio Optimization

1. Review and Evaluation of Transaction Opportunities: Review and evaluate the Company's prioritization of corporate development and business portfolio optimization transactional opportunities (such as mergers, acquisitions, divestitures, joint ventures and strategic alliances and similar transactions), including reviewing and evaluating:
  - a. The strategic and economic rationale for recommendations to be brought forth by management to the Board for its consideration;
  - b. Contemplated transactional opportunities, including the structure, terms and conditions of such transactions; and

- c. Capital allocation trade-off analyses for recommendations to be brought forth by management to the Board for its consideration.
  2. Preparation of Transaction Materials: Advise management in developing effective and complete disclosures of appropriate business, financial, technical and other information sufficient to afford the Board a fully informed review and evaluation of recommendations brought forth by management.
  3. Review of In-Process and Completed Transactions: Evaluate and review the execution, performance, financial results and integration of board approved completed transactions.
  4. Approval of Transaction-Related Matters: When so delegated by the Board, exercise the power and authority of the Board with respect to acquisition and divestiture transactions within the parameters established by the Board.
- B. Capital Appropriations and Capital Expenditures
1. Capital Appropriations Matters: Review and approve (within limits established by the Board) the Company's capital appropriations that exceed the approval authority of the Chief Executive Officer. For matters exceeding the limits established for the Committee by the Board, recommend to the Board approval of such capital appropriations matters
  2. Review of In-Progress Capital Appropriations: Conduct interim reviews of significant capital appropriations matters to measure actual performance against original projections.
  3. Review of Capital Expenditure Authorization Levels: Review and recommend to the Board adjustments to the Company's capital expenditure authorization levels.
- C. Other Duties
1. Other Strategic Initiatives: Review and make recommendations to the Board with respect to other strategic initiatives brought to the Committee's attention by the Chairman or Chief Executive Officer.
  2. Retirement Plans: Review with management, at least annually, the Company's retirement plan strategy and asset performance, including
    - Approval of policies governing the management of significant defined benefit and defined contribution plan assets.
    - Approval of long-term investment goals and asset allocation targets for significant defined benefit and defined contribution plans.
    - Monitoring the performance of significant defined benefit and defined contribution plan assets.
  3. Reporting to the Board: Review any transaction approved by the Committee with the Board at the next regularly scheduled meeting of the Board following such approval.
- D. Committee Guidelines, Charter Review and Performance Evaluation
1. Committee Guidelines: In furtherance of the objectives reflected in this Charter, the Committee will adopt, to the extent that it deems necessary or appropriate, Committee Guidelines.
  2. Charter Review: Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
  3. Committee Performance Evaluation: Conduct an annual evaluation of the Committee's performance, and report the results of the evaluation to the Board.

**Authority**

The Committee has authority to take appropriate actions necessary to discharge its responsibilities, including the authority to investigate any matter brought to its attention with full access to all books, records, facilities and Company personnel.

**Delegation**

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.

Effective: September 8, 2016