

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

**CHARTER**

**Purpose**

The Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Johnson Controls International plc (the “Company”) to assist the Board with a broad range of issues surrounding the size, composition and operation of the Board, including identifying individuals qualified to serve on the Board and its committees; developing, annually reviewing and recommending to the Board the Corporate Governance Guidelines applicable to the Company; overseeing the Company’s enterprise risk management process, leading the annual performance review of the Board and its committees; and monitoring and advising the Board on other matters relating to the governance of the Company.

**Authority**

The Committee shall have the sole authority and discretion, to retain and obtain the advice of, set compensation and retention terms for, and terminate its own independent advisors, including any search firm to be used to identify director candidates, and shall be directly responsible for the oversight of the work of any advisor retained by the Committee to assist it in the performance of its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee. 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 independent directors. Each 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 shall be appointed to the Committee by the Board, on the recommendation of the Committee, annually or as necessary to fill vacancies in the interim. The Board shall designate one member of the Committee as Chairperson. Committee members may be replaced by the Board.

**Meetings**

The Committee shall hold meetings as frequently as the Committee deems necessary, but not less than twice annually. 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.

**Responsibilities**

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. Board and Committee Membership and Management

1. Director Qualifications and Criteria: Determine qualifications, qualities, skills and other expertise required to be a director and develop, and recommend to the Board, guidelines and criteria to be considered in selecting director nominees.

2. Director Candidate Identification and Evaluation: Identify and consider candidates, including those recommended by shareholders and others, to fill positions on the board, and assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the board.
3. Director Nominee Selection: Recommend qualified individuals to the Board to become the Company's slate of director nominees at the annual shareholders' meeting, and recommend qualified individuals to fill any vacancies on the Board or newly created directorships, as necessary or appropriate.
4. Board Size and Composition: Consider, and recommend to the Board, the size and composition of the Board. The Board should be composed of qualified individuals who reflect a diversity of experience, gender, race, ethnicity, and age.
5. Committee Structure and Composition: Recommend to the board candidates for appointment to the committees and their committee chairs and consider periodic rotation of committee members. The full board shall elect the members and the Chair of this committee.
6. Lead Director: Identify and review the qualifications of, and recommend to the other independent directors, the independent director to be designated as Lead Director.
7. Director Onboarding and Education: Oversee the Company's onboarding and orientation program for new directors and periodically review, and inform the Board regarding, director education opportunities.
8. Board Succession: Periodically review the director retirement age policy and make recommendations to the Board, as necessary or appropriate.
9. Board, Committee and Director Performance Evaluations: Coordinate and conduct the annual evaluation of the structure, organization, policies, performance and effectiveness of the Board and its committees, including this Committee, and, as often as the Committee deems appropriate, the performance and effectiveness of individual directors. Report such findings to the Board.

#### B. Corporate Governance Management and Other Oversight Functions

1. Corporate Governance Review: Annually review the company's corporate governance processes, and its governance principles, including such issues as the board's organization, membership terms, and the structure and frequency of board meetings, and recommend appropriate changes to the board.
2. Corporate Governance Guidelines: Establish, and oversee compliance with, the Company's Corporate Governance Guidelines and, at least annually, review such guidelines and report the results of such review and any recommended updates to the Board.
3. Charters: Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board.
4. Memorandum and Articles of Association: Review, and recommend to the Board, proposed changes to the Company's Memorandum and Articles of Association, as necessary or appropriate.
5. Director Compensation: Review, and recommend to the Board, the overall compensation program for directors, including Board, committee member and chair retainers, perquisites, deferred compensation, equity or other incentive plans, and retirement plans.
6. Director Stock Ownership Guidelines: Establish, and monitor compliance with, stock ownership guidelines for non-management directors. Periodically compare the Company's stock ownership

guidelines for non-management directors with the guidelines established by comparable public companies, and make changes as necessary or appropriate.

7. Related Person Transactions. Review reports and disclosure of insider and affiliated party transactions, and review and approve all Related Person Transactions as defined in the Company's Corporate Governance Guidelines. Each director is required to notify the chair of the Committee of any conflicts of interest such director may have in a Related Person Transaction.
8. Conflicts of Interest: Review potential conflicts of interest referred to the Committee involving the Company, directors or executive officers.
9. Environmental, Health & Safety: Oversee the company's Environmental, Health, & Safety management program.
10. Enterprise Risk Management: Ensure the appropriate process is in place to perform and review the company's enterprise-wide risk assessments.
11. Shareholder Communication: Oversee shareholder relations and communications with the Board.
12. Outside Directorships: Review and approve, as appropriate, requests from directors prior to the director accepting an invitation to serve on another public company's board of directors.

Effective: September 8, 2016