



# NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

WEDNESDAY, MARCH 7, 2018

THE MERRION HOTEL, 24 UPPER MERRION STREET,  
DUBLIN 2, IRELAND

NOTICE IS HEREBY GIVEN that the 2018 Annual General Meeting of Shareholders of Johnson Controls International plc will be held on March 7, 2018 at The Merrion Hotel, 24 Upper Merrion Street, Dublin 2, Ireland at 3:00 pm, local time for the following purposes:

## Ordinary Business

1. By separate resolutions, to elect the following individuals as Directors for a period of one year, expiring at the end of the Company's Annual General Meeting of Shareholders in 2019:

(a) Michael E. Daniels	(b) W. Roy Dunbar	(c) Brian Duperreault
(d) Gretchen R. Haggerty	(e) Simone Menne	(f) George R. Oliver
(g) Juan Pablo del Valle Perochena	(h) Jürgen Tinggren	(i) Mark Vergnano
(j) R. David Yost	(k) John D. Young	
2. To ratify the appointment of PricewaterhouseCoopers LLP as the independent auditors of the Company and to authorize the Audit Committee of the Board of Directors to set the auditors' remuneration.

## Special Business

3. To authorize the Company and/or any subsidiary of the Company to make market purchases of Company shares.
4. To determine the price range at which the Company can re-allot shares that it holds as treasury shares (special resolution).
5. To approve, in a non-binding advisory vote, the compensation of the named executive officers.
6. To approve the Directors' authority to allot shares up to approximately 33% of issued share capital.
7. To approve the waiver of statutory pre-emption rights with respect to up to 5% of issued share capital (special resolution).
8. By separate resolutions to approve (a) the reduction of Company capital and (b) a clarifying amendment to the Company's Articles of Association to facilitate the capital reduction (special resolutions).
9. To act on such other business as may properly come before the meeting or any adjournment thereof.

This notice of annual general meeting and proxy statement and the enclosed proxy card are first being sent on or about January 19, 2018 to each holder of record of the Company's ordinary shares at the close of business on January 3, 2018. The record date for the entitlement to vote at the Annual General Meeting is January 3, 2018 and only registered shareholders of record on such date are

entitled to notice of, and to attend and vote at, the Annual General Meeting and any adjournment or postponement thereof. During the meeting, management will also present the Company's Irish Statutory Accounts for the fiscal year ended September 30, 2017. **Whether or not you plan to attend the meeting, please complete, sign, date and return the enclosed proxy card to ensure that your shares are represented at the meeting.** Shareholders of record who attend the meeting may vote their shares personally, even though they have sent in proxies. In addition to the above resolutions, the business of the Annual General Meeting shall include prior to the proposal of the above resolutions, the consideration of the Company's statutory financial statements and the report of the directors and of the statutory auditors and a review by the shareholders of the Company's affairs.

This proxy statement and our Annual Report on Form 10-K for the fiscal year ended September 30, 2017 and our Irish Statutory Accounts are available to shareholders at [www.proxyvote.com](http://www.proxyvote.com) and are also available in the Investor Relations section of our website at [www.johnsoncontrols.com](http://www.johnsoncontrols.com).

By Order of the Board of Directors,



John Donofrio  
Executive Vice President and General Counsel

January 19, 2018

**PLEASE PROMPTLY COMPLETE, SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD.** THE PROXY IS REVOCABLE AND IT WILL NOT BE USED IF YOU: GIVE WRITTEN NOTICE OF REVOCATION TO THE PROXY PRIOR TO THE VOTE TO BE TAKEN AT THE MEETING; SUBMIT A LATER-DATED PROXY; OR ATTEND AND VOTE PERSONALLY AT THE MEETING.

**ANY SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT ONE OR MORE PROXIES USING THE ENCLOSED PROXY CARD (OR THE FORM IN SECTION 184 OF THE COMPANIES ACT 2014) TO ATTEND, SPEAK AND VOTE ON THAT SHAREHOLDER'S BEHALF.** THE PROXY NEED NOT BE A SHAREHOLDER. PROXIES MAY BE APPOINTED VIA THE INTERNET OR PHONE IN THE MANNER SET OUT IN THE ENCLOSED PROXY CARD. ALTERNATIVELY THEY MAY BE APPOINTED BY DEPOSITING THE ENCLOSED PROXY CARD (OR OTHER VALID SIGNED INSTRUMENT OF PROXY) WITH JOHNSON CONTROLS INTERNATIONAL PLC C/O BROADRIDGE, 51 MERCEDES WAY, EDGEWOOD, NY 11717 BY 5:00 P.M., EASTERN STANDARD TIME, ON MARCH 6, 2018 (WHICH WILL THEN BE FORWARDED TO JOHNSON CONTROLS INTERNATIONAL PLC'S REGISTERED ADDRESS ELECTRONICALLY) OR WITH JOHNSON CONTROLS INTERNATIONAL PLC, ONE ALBERT QUAY, CORK, IRELAND BY 5:00 P.M. LOCAL TIME ON MARCH 6, 2018. IF YOU WISH TO APPOINT A PERSON OTHER THAN THE INDIVIDUAL SPECIFIED IN THE ENCLOSED PROXY CARD, PLEASE CONTACT OUR COMPANY SECRETARY AND ALSO NOTE THAT YOUR NOMINATED PROXY MUST ATTEND THE MEETING IN PERSON IN ORDER FOR YOUR VOTES TO BE CAST.

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Unless we have indicated otherwise, in this proxy statement references to the “Company,” “Johnson Controls,” “we,” “us,” “our” and similar terms refer to Johnson Controls International plc and its consolidated subsidiaries.



# PROXY STATEMENT SUMMARY

## Annual General Meeting

<b>Time and Date:</b>	3:00 pm, local time, on March 7, 2018
<b>Place:</b>	The Merrion Hotel, 24 Upper Merrion Street, Dublin 2, Ireland
<b>Record Date:</b>	January 3, 2018
<b>Voting:</b>	Shareholders on the record date are entitled to one vote per share on each matter to be voted upon at the Annual General Meeting
<b>Admission:</b>	All shareholders are invited to attend the Annual General Meeting. Registration will commence on the day of the meeting.

## Proposals to be Voted Upon

	Board Recommendation
1. Elect, by separate resolution, each nominee to the Board of Directors.	FOR each nominee
2. To approve and ratify, by separate resolutions, the appointment of PricewaterhouseCoopers LLP as the independent auditors of the Company and to authorize the Audit Committee of the Board of Directors to set the auditors' remuneration.	FOR both 2(a) and 2(b)
3. To authorize the Company and/or any subsidiary of the Company to make market purchases of Company shares.	FOR
4. To determine the price range at which the Company can re-allot shares that it holds as treasury shares.	FOR
5. To approve, in a non-binding advisory vote, the compensation of the named executive officers.	FOR
6. To approve the Directors' authority to allot shares up to approximately 33% of issued share capital	FOR
7. To approve the waiver of statutory pre-emption rights with respect to up to 5% of issued share capital	FOR
8. To approve (a) the reduction of Company capital and (b) a clarifying amendment to the Company's Articles of Association to facilitate the capital reduction	FOR both 8(a) and 8(b)

## The Nominees to our Board of Directors

We are asking you to vote **FOR** all the director nominees listed below. All current directors except Mr. del Valle Perochena attended at least 90% of the Board and committee meetings on which he or she sits. Mr. del Valle Perochena attended 70% of such meetings, and did not attend at least 75% of the meetings due to his absence from one Board and one committee meeting to be present at the birth of his child. Detailed information regarding these individuals, along with all other Board nominees, is set forth under Proposal Number One. Summary information is set forth below.

Nominee and Principal Occupation	Age	Director Since	Independent	Current Committee Membership
Michael E. Daniels <i>Retired Senior Vice President of Global Technology at IBM</i>	63	2010	✓	Compensation (chair); Executive
W. Roy Dunbar <i>Founder and Chief Executive Officer, Sustainable Star, LLC</i>	56	2017	✓	Compensation
Brian Duperreault <i>President and Chief Executive Officer of AIG</i>	70	2016	✓	Governance
Gretchen R. Haggerty <i>Former Executive Vice President &amp; Chief Financial Officer of United States Steel Corporation</i>	62	N/A	✓	N/A - First time nominee
Simone Menne <i>Former Chief Financial Officer, Boehringer Ingelheim</i>	57	N/A	✓	N/A - First time nominee
George R. Oliver <i>Chairman and Chief Executive Officer of Johnson Controls</i>	57	2012		Executive
Juan Pablo del Valle Perochena <i>Chairman of Mexichem</i>	45	2016	✓	Governance
Jürgen Tinggren <i>Former Chief Executive Officer and Director of Schindler Group</i>	59	2014	✓	Audit (chair); Executive
Mark Vergnano <i>President, Chief Executive Officer and Director, The Chemours Company</i>	59	2016	✓	Audit
R. David Yost <i>Former Chief Executive Officer of AmerisourceBergen</i>	70	2009	✓	Compensation
John D. Young <i>Group president of Pfizer Innovative Health</i>	53	2017	✓	Audit

## Non-Binding Advisory Vote on Executive Compensation

Proposal number five is our annual advisory vote on the Company's executive compensation philosophy and program. Detailed information regarding these matters is included under the heading "Compensation Discussion & Analysis," and we urge you to read it in its entirety. Our compensation philosophy and structure for executive officers remains dedicated to the concept of paying for performance and continues to be heavily weighted with performance-based awards.

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## AGENDA ITEMS

### PROPOSAL NUMBER ONE – ELECTION OF DIRECTORS

Upon the recommendation of the Governance Committee, the Board has nominated for election at the Annual General Meeting a slate of 11 nominees, all of whom, except Ms. Gretchen R. Haggerty and Ms. Simone Menne, currently serve on our Board. Biographical information regarding each of the nominees is set forth below. We are not aware of any reason why any of the nominees will not be able to serve if elected. The term of office for members of the Board of Directors commences upon election and terminates upon completion of the first Annual General Meeting of Shareholders following election. David P. Abney and Natalie A. Black, who have served as a directors since September 2016, each have informed the Board of Directors of their decision to not stand for reelection. Both Mr. Abney and Ms. Black will retire from the Board effective as of the conclusion of the Company's 2018 Annual General Meeting of Shareholders.



	Director Since	Other Public Directorships
Age: 63	March 2010	Thomson Reuters SS&C Technologies, Inc.
Committee: Compensation, Executive		
Independent: Yes		

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#### ***Michael E. Daniels***

Prior to his retirement in March 2013, Mr. Daniels was the Senior Vice President and Group Executive of IBM Services, a business and IT services company with operations in more than 160 countries around the world. In this role, Mr. Daniels had worldwide responsibility for IBM's Global Services business operations in outsourcing services, integrated technology services, maintenance, and Global Business Services, the consulting and applications management arm of Global Services. Since he joined IBM in 1976, Mr. Daniels held a number of leadership positions in sales, marketing, and services, and was general manager of several sales and services businesses, including IBM's Sales and Distribution operations in the United States, Canada and Latin America, its Global Services team in the Asia Pacific region, Product Support Services, Availability Services, and Systems Solutions. Mr. Daniels serves as a director of Thomson Reuters, a provider of intelligent information for businesses, and SS&C Technologies, a provider of specialized software, software enabled-services and software as a service solutions to the financial services industry.

#### **Skills and Qualifications**

- **Senior Leadership Experience:** Decades of senior leadership experience at IBM
- **Industry Experience:** Broad and extensive global business experience in a wide range of global roles as an executive at IBM, including decades of experience in the service space
- **Technology, Cyber Security and IT:** Deep understanding of critical areas of enterprise service functions and information technology, including cyber security

- **International:** Experience as a senior manager of a global organization as well as international experience living and working in a variety of cultures
- **Talent Management:** Experience leading global teams at IBM and in service on the compensation committee of public companies



**W. Roy Dunbar**

	Director Since	Other Public Directorships
Age: 56	June 2017	Humana, Inc. SiteOne Landscape Supplies
Committee: Compensation		
Independent: Yes		

Mr. Dunbar was Chairman of the Board of Network Solutions, a technology company and web service provider, and was the Chief Executive Officer from January 2008 until October 2009. Mr. Dunbar also served as the President of Global Technology and Operations for MasterCard Incorporated from September 2004 until January 2008. Prior to MasterCard, Mr. Dunbar worked at Eli Lilly and Company for 14 years, serving as President of Intercontinental Operations, and earlier as Chief Information Officer. He currently serves as a member of the board of directors of Humana and SiteOne Landscape Supply, Inc. and previously served on the boards of Lexmark International and iGate.

## Skills and Qualifications

- **Senior Leadership Experience:** Extensive experience leading across functional disciplines
- **International:** Significant experience as a leader and director across US and international markets
- **Talent Management:** Experience in global leadership and service as a director on the compensation committees of multiple companies
- **Multi-Disciplinary:** Career-spanning depth of experience across numerous disciplines including healthcare, information technology, payments, insurance and renewable energy



**Brian Duperreault**

	Director Since	Other Public Directorships
Age: 69	March 2004	American International Group, Inc.
Committee: Governance		
Independent: Yes		

Mr. Duperreault is President, Chief Executive Officer and a Director of American International Group, Inc. (AIG). Prior to assuming this role in May 2017, he was Chairman and Chief Executive Officer of Hamilton Insurance Group, Ltd., a Bermuda-based holding company of property and casualty



insurance and reinsurance operations in Bermuda, the US and the UK. He served as President and Chief Executive Officer of Marsh & McLennan Companies, Inc. from January 2008 until his retirement in December 2012. Before joining Marsh, he served for four years as non-executive Chairman of ACE Limited, an international provider of insurance and reinsurance products, Chief Executive Officer of ACE Limited from October 1994 through May 2004, and as its President from October 1994 through November 1999. Prior to joining ACE, Mr. Duperreault served in various senior executive positions with American Insurance Group and its affiliates from 1978 to 1994. Mr. Duperreault is Vice Chairman of the Board of Blue Marble Microinsurance, a member of the Boards of the International Insurance Society, the IESE Business School, the Insurance Information Institute and the Bermuda Institute of Ocean Sciences, and is a former Member of the Association of The Metropolitan Opera, New York. He is the former Chairman of the Board of Overseers of the School of Risk Management of St. John's University, New York.

## Skills and Qualifications

- **Senior Leadership Experience:** Extensive experience as a CEO, executive officer and board member of multiple Fortune 500 companies
- **Corporate Governance:** Experience serving as lead director and on the governance committees of multiple public companies
- **Financial:** Deep financial acumen as CEO and senior leader in insurance and risk management industries
- **International:** Significant experience as CEO and director on multiple global companies
- **Risk Management:** Deep understanding of risk management gained over a career in the insurance industry
- **Talent Management:** Experience leading global teams at a number of Fortune 500 companies



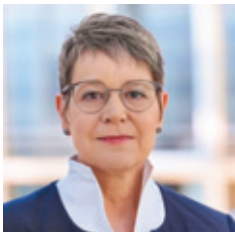
**Gretchen R.  
Haggerty**

	Director Since	Other Public Directorships
Age: 62	First time nominee	USG Corporation
Committee: N/A		Teleflex Incorporated
Independent: Yes		

Ms. Haggerty, 62, retired in August 2013 after a 37-year career with United States Steel Corporation, an integrated global steel producer, and its predecessor, USX Corporation, which, in addition to its steel production, also conducted energy operations, principally through Marathon Oil Corporation. From March 2003 until her retirement, she served as Executive Vice President & Chief Financial Officer and also served as Chairman of the U. S. Steel & Carnegie Pension Fund and its Investment Committee. Earlier, she served in various financial executive positions at U. S. Steel and USX, beginning in November 1991 when she became Vice President & Treasurer. Ms. Haggerty is currently a director of USG Corporation, a leading manufacturer of building materials, and Teleflex Incorporated, a global provider of medical technology products.

## Skills and Qualifications

- **Senior Leadership Experience:** Decades of senior leadership experience at United States Steel Corporation and USX Corporation
- **Financial:** Deep financial acumen as CFO and senior finance leader in steel and energy industries
- **Corporate Governance:** Experience serving on the board of directors of multiple international companies
- **International:** Significant knowledge of the global marketplace gained from her business experience and background
- **Talent Management:** Experience leading global teams

	Director Since	Other Public Directorships
	Age: 57 First time nominee	Bayerische Motoren Werke AG
	Committee: N/A	Deutsche Post DHL Group
	Independent: Yes	

**Simone Menne**

Ms. Menne served as Chief Financial Officer at Boehringer Ingelheim GmbH, Germany's second largest pharmaceutical company, from September 2016 to December 2017. She previously served as the Chief Financial Officer at Deutsche Lufthansa AG ("Lufthansa") from January 2016 to August 2016 and as a member of its Executive Board from July 2012 to August 2016. She also served as Chief Officer of Finances and Aviation Services at Lufthansa from July 2012 to January 2016. Prior thereto she served in a number of roles of increasing responsibility at Lufthansa from 1989 to 2012. She currently serves on the Supervisory Boards of Bayerische Motoren Werke AG and Deutsche Post DHL Group. She previously served on the Börsensachverständigenkommission (Exchange Experts Commission, BSK) of Deutsche Börse AG.

## Skills and Qualifications

- **Senior Leadership Experience:** Decades of senior leadership experience at Lufthansa and Boehringer Ingelheim
- **Corporate Governance:** Experience serving on the supervisory boards of multiple international companies
- **Financial:** Deep financial acumen as CFO and senior finance leader in transportation and pharmaceutical industries
- **International:** Significant knowledge of the global marketplace gained from her business experience and background
- **Talent Management:** Experience leading global teams



**George R. Oliver**

	Director Since	Other Public Directorships
Age: 57	September 2012	Raytheon Company
Committee: Executive		
Independent: No		

Mr. Oliver became our Chairman and Chief Executive Officer in September 2017. He previously served as our President and Chief Operating Officer following the completion of the merger with Johnson Controls, Inc. in September 2016. Prior to that, Mr. Oliver was Tyco's Chief Executive Officer, a position he held since September 2012. He joined Tyco in July 2006, serving as president of Tyco Safety Products from 2006 to 2010 and as president of Tyco Electrical & Metal Products from 2007 through 2010. He was appointed president of Tyco Fire Protection in 2011. Before joining Tyco, he served in operational leadership roles of increasing responsibility at several General Electric divisions. Mr. Oliver also serves as a director on the board of Raytheon Company, a company specializing in defense, security and civil markets throughout the world, and is a trustee of Worcester Polytechnic Institute, his alma mater.

### Skills and Qualifications

- **Senior Leadership Experience:** Extensive leadership experience over several decades as an executive at Tyco (now the Company) and GE
- **Industry Experience:** Nearly a decade of experience with Tyco, first as president of several of its business units and then as CEO
- **International:** Experience as a director, CEO and a senior manager of global organizations
- **Talent Management:** Experience leading global teams at Johnson Controls, Tyco and GE
- **Executive Insight:** Mr. Oliver offers valuable insights and perspective on the day to day management of the Company's affairs



**Juan Pablo del Valle Perochena**

	Director Since	Other Public Directorships
Age: 45	September 2016	Mexichem, S.A.B.
Committee: Governance		Elementia S.A.B.
Independent: Yes		Grupo Lala S.A.B.
		Grupo Pochteca S.A.B.

Mr. Perochena has been the Chairman of Mexichem, S.A.B. de C.V., a chemical and petrochemical producer and seller and a subsidiary of Kaluz, S.A. de C.V., since April 2011. He joined our Board in

September 2016 upon the completion of the merger with Johnson Controls, Inc. He has been a Board member of Mexichem since 2001, and serves on the boards of Kaluz, S.A. de C.V., Elementia S.A. de C.V., Grupo Lala S.A.B., and Grupo Pochteca, S.A.B. de C.V.

### Skills and Qualifications

- **Senior Leadership Experience:** Significant experience as an executive officer and board member of several Mexican companies
- **Industry Experience:** Deep knowledge of the manufacturing industry from his experiences at Mexichem
- **International:** Significant knowledge of the global marketplace gained from his business experience and background
- **Construction and Real Estate Development:** Mr. del Valle Perochena's service with Kaluz, S.A. de C.V. gives him unique insight into the construction industry and real estate development.
- **Talent Management:** Experience leading global teams



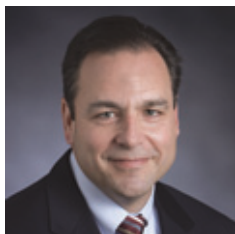
	Director Since	Other Public Directorships
Age: 59	March 2014	Sika AG Group
Committee: Audit		
Independent: Yes		

### Jürgen Tinggren

Mr. Tinggren joined our Board in March 2014. He was the chief executive officer of the Schindler Group, a global provider of elevators, escalators and related services, through December 2013 and was a member of the board of directors of Schindler from March 2014 to 2016. He joined the Group Executive Committee of Schindler in April 1997, initially with responsibility for Europe and thereafter for the Asia/Pacific region and the Technology and Strategic Procurement. In 2007, he was appointed Chief Executive Officer and President of the Group Executive Committee of the Schindler Group. Mr. Tinggren also serves on the Board of OpenText Corporation, the Sika AG Group and is a Trustee of The Conference Board. From 2011 to 2014 he was a director of Schenker-Winkler Holding.

### Skills and Qualifications

- **Senior Leadership Experience:** Extensive global business experience as the CEO and a senior leader of Schindler
- **International:** Experience as senior executive and director of European based organizations, deep understanding of international markets
- **Industry Experience:** Deep understanding of building services, industrial products and installation and service businesses
- **Financial:** Deep financial understanding as CEO of Schindler
- **Business Development/M&A:** Significant experience with mergers and acquisitions
- **Talent Management:** Experience leading global teams as CEO of Schindler



**Mark Vergnano**

	Director Since	Other Public Directorships
Age: 59	September 2016	The Chemours Company
Committee: Audit		
Independent: Yes		

Mr. Vergnano has been the President, Chief Executive Officer and a director of the Chemours Company, a titanium technologies, fluoroproducts, and chemical solutions producer, since July 2015. He joined our Board in September 2016 upon the completion of the merger with Johnson Controls, Inc. Previously, Mr. Vergnano served as Executive Vice President, E. I. du Pont de Nemours and Company from 2009 to June 2015. While at DuPont, he served as group vice president—Safety & Protection from 2006 to 2009, vice president and general manager—DuPont Surfaces and Building Innovations from 2005 to 2006, and vice president and general manager—DuPont Nonwovens from 2003 to 2005. Mr. Vergnano joined DuPont in 1980 as a process engineer and held a variety of manufacturing, technical and management assignments in DuPont's global organization. Mr. Vergnano also serves as the Chairman of the Board of Directors for the National Safety Council.

### Skills and Qualifications

- **Senior Leadership Experience:** Extensive global business experience as an executive and CEO of Chemours and DuPont
- **International:** Experience as senior executive of a multinational company
- **Industry Experience:** Deep understanding of the operations, global sales and marketing in the chemical manufacturing industry
- **Financial:** Deep financial understanding as CEO of Chemours
- **Talent Management:** Experience leading global teams as CEO of Chemours and in managing a variety of business units at DuPont



**R. David Yost**

	Director Since	Other Public Directorships
Age: 70	March 2009	Marsh & McLennan Companies, Inc.
Committee: Compensation		Bank of America
Independent: Yes		

Mr. Yost served as Director and Chief Executive Officer of AmerisourceBergen, a comprehensive pharmaceutical services provider, from August 2001 to June 2011 when he retired. He was Chairman and Chief Executive Officer of AmeriSource Health Corporation from May 1997 to August 2001, and

President and Chief Executive Officer of AmeriSource from May 1997 to December 2000. Mr. Yost also held a variety of other positions with AmeriSource Health Corporation and its predecessors from 1974 to 1997. Mr. Yost also serves as a director of Marsh & McLennan Companies, Inc. and Bank of America, and is a member of the Board of the United States Air Force Academy Endowment, and serves on its Executive Committee.

## Skills and Qualifications

- **Senior Leadership Experience:** Extensive leadership experience gained as the CEO and a director of AmerisourceBergen
- **Corporate Governance:** Significant corporate governance experience serving as a director of multiple public companies
- **Risk Management:** Exposure to complex risk management concepts gained as a director of Marsh & McLennan and Bank of America
- **Talent Management:** Experience leading global teams as CEO of AmerisourceBergen



Director Since		Other Public Directorships
Age: 53	December 2017	
Committee: Audit		
Independent: Yes		

**John D. Young**

Mr. Young has served as Group President of Pfizer Innovative Health since January 2018. From June 2016 to January 2018 he served as Group President, Pfizer Essential Health. He was Group President, Global Established Pharma Business for Pfizer from January 2014 until June 2016 and President and General Manager, Pfizer Primary Care from June 2012 until December 2013. He also served as Pfizer's Primary Care Business Unit's Regional President for Europe and Canada from 2009 until June 2012 and U.K. Country Manager from 2007 until 2009.

## Skills and Qualifications

- **Senior Leadership Experience:** Extensive experience as a business leader with 30 years' experience with Pfizer
- **Financial:** Experience leading large business units at Pfizer
- **International:** Significant experience in a number of senior global positions at Pfizer
- **Innovation and Technical Expertise:** Specialized expertise in developing healthcare solutions in a variety of medical disciplines
- **Talent Management:** Experience leading global teams

Election of each Director requires the affirmative vote of a majority of the votes properly cast by the holders of ordinary shares represented at the Annual General Meeting in person or by proxy. Each Director's election is the subject of a separate resolution and shareholders are entitled to one vote per share for each separate Director election resolution.

The Board unanimously recommends that shareholders vote **FOR** the election of each nominee for Director to serve until the completion of the next Annual General Meeting.

## PROPOSAL NUMBER TWO – APPOINTMENT OF AUDITORS AND AUTHORITY TO SET REMUNERATION

PricewaterhouseCoopers LLP (“PwC”) served as our independent auditors for the fiscal year ended September 30, 2017. The Audit Committee has selected and appointed PwC to audit our financial statements for the fiscal year ending September 30, 2018. The Board, upon the recommendation of the Audit Committee, is asking our shareholders to ratify the appointment of PwC as our independent auditors for the fiscal year ending September 30, 2018 and to authorize the Audit Committee of the Board of Directors to set the independent auditors’ remuneration. Although approval is not required by our Memorandum and Articles of Association or otherwise, the Board is submitting the selection of PwC to our shareholders for ratification because we value our shareholders’ views on the Company’s independent auditors. If the appointment of PwC is not approved by shareholders, it will be considered as notice to the Board and the Audit Committee to consider the selection of a different firm. Even if the appointment is approved, the Audit Committee in its discretion may select a different independent auditor at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

Representatives of PwC will attend the Annual General Meeting and will have an opportunity to make a statement if they wish. They will also be available to answer questions at the meeting.

For independent auditor fee information, information on our pre-approval policy of audit and non-audit services, and the Audit Committee Report, please see below.

The ratification of the appointment of the independent auditors and the authorization for the Audit Committee to set the remuneration for the independent auditors requires the affirmative vote of a majority of the votes properly cast by the holders of ordinary shares represented at the Annual General Meeting in person or by proxy.

The Audit Committee and the Board unanimously recommend a vote **FOR** these proposals.

### Audit and Non-Audit Fees

Aggregate fees for professional services rendered to the Company by its independent public accountants as of and for the two most recent fiscal years are set forth below. The aggregate fees include fees billed or reasonably expected to be billed for the applicable fiscal year. Fees for fiscal year 2017 include fees billed or reasonably expected to be billed by PwC.

	Fiscal Year 2017	Fiscal Year 2016
	(in millions)	(in millions)
Audit Fees	\$ 26.1	\$ 24.6
Audit-Related Fees	1.8	10.0
Tax Fees	5.9	4.4
All Other Fees	0.4	2.2
Total	\$ 34.2	\$ 41.2



## PwC Fees

**Audit Fees** for the fiscal year ended September 30, 2017 were for professional services rendered by PwC and include fees for services performed to comply with auditing standards of the PCAOB (United States), including the annual audit of our consolidated financial statements including reviews of the interim financial statements contained in Johnson Controls' Quarterly Reports on Form 10-Q, issuance of consents and the audit of our internal control over financial reporting. This category also includes fees for audits provided in connection with statutory filings or services that generally only the principal auditor reasonably can provide to a client, such as assistance with and review of documents filed with the SEC.

**Audit-Related Fees** for the fiscal year ended September 30, 2017 were for services rendered by PwC and include fees associated with assurance and related services that are reasonably related to the performance of the audit or review of our financial statements. This category includes fees related to assistance in financial due diligence related to mergers, acquisitions, and divestitures, carve-outs associated with divestitures and spin-off transactions, consultations concerning financial accounting and reporting standards, issuance of comfort letters associated with debt offerings, general assistance with implementation of SEC and Sarbanes-Oxley Act requirements, audits of pension and other employee benefit plans, and audit services not required by statute or regulation.

**Tax Fees** for the fiscal year ended September 30, 2017 were for services rendered by PwC and primarily include fees associated with tax audits, tax compliance, tax consulting, transfer pricing, and tax planning. This category also includes tax planning on mergers and acquisitions and restructurings, as well as other services related to tax disclosure and filing requirements.

**All Other Fees** for the fiscal years ended September 30, 2017 were for services rendered by PwC and primarily include fees associated with information technology consulting, training seminars related to accounting, finance and tax matters, and other advisory services.

## Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

In March 2004, the Audit Committee adopted a pre-approval policy that provides guidelines for the audit, audit-related, tax and other permissible non-audit services that may be provided by the independent auditors. The policy identifies the guiding principles that must be considered by the Audit Committee in approving services to ensure that the auditors' independence is not impaired. The policy provides that the Corporate Controller will support the Audit Committee by providing a list of proposed services to the Committee, monitoring the services and fees pre-approved by the Committee, providing periodic reports to the Audit Committee with respect to pre-approved services, and ensuring compliance with the policy.

Under the policy, the Audit Committee annually pre-approves the audit fee and terms of the engagement, as set forth in the engagement letter. This approval includes approval of a specified list of audit, audit-related and tax services. Any service not included in the specified list of services must be submitted to the Audit Committee for pre-approval. No service may extend for more than 12 months, unless the Audit Committee specifically provides for a different period. The independent auditor may not begin work on any engagement without confirmation of Audit Committee pre-approval from the Corporate Controller or his or her delegate.

In accordance with the policy, the chair of the Audit Committee has been delegated the authority by the Committee to pre-approve the engagement of the independent auditors for a specific service when the entire Committee is unable to do so. All such pre-approvals must be reported to the Audit Committee at the next Committee meeting.

## AUDIT COMMITTEE REPORT

The Audit Committee of the Board is composed of four Directors, each of whom the Board has determined meets the independence and experience requirements of the NYSE and the SEC. The Audit Committee operates under a charter approved by the Board, which is posted on our website. As more fully described in its charter, the Audit Committee oversees Johnson Controls' financial reporting process on behalf of the Board. Management has the primary responsibility for the financial statements and the reporting process. Management assures that the Company develops and maintains adequate financial controls and procedures, and monitors compliance with these processes. Johnson Controls' independent auditors are responsible for performing an audit in accordance with auditing standards generally accepted in the United States to obtain reasonable assurance that Johnson Controls' consolidated financial statements are free from material misstatement and expressing an opinion on the conformity of the financial statements with accounting principles generally accepted in the United States. The internal auditors are responsible to the Audit Committee and the Board for testing the integrity of the financial accounting and reporting control systems and such other matters as the Audit Committee and Board determine.

In this context, the Audit Committee has reviewed the U.S. GAAP consolidated financial statements for the fiscal year ended September 30, 2017, and has met and held discussions with management, the internal auditors and the independent auditors concerning these financial statements, as well as the report of management and the report of the independent registered public accounting firm regarding the Company's internal control over financial reporting required by Section 404 of the Sarbanes-Oxley Act. Management represented to the Committee that Johnson Controls' U.S. GAAP consolidated financial statements were prepared in accordance with U.S. GAAP. In addition, the Committee has discussed with the independent auditors the auditors' independence from Johnson Controls and its management as required under Public Company Accounting Oversight Board Rule 3526, Communication with Audit Committees Concerning Independence, and the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard AU Section 380 (Communication with Audit Committees) and Rule 2-07 of SEC Regulation S-X.

In addition, the Audit Committee has received the written disclosures and the letter from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence. Based upon the Committee's review and discussions referred to above, the Committee recommended that the Board include Johnson Controls' audited consolidated financial statements in Johnson Controls' Annual Report on Form 10-K for the fiscal year ended September 30, 2017 filed with the Securities and Exchange Commission and that such report be included in Johnson Controls' annual report to shareholders for the fiscal year ended September 30, 2017.

Submitted by the Audit Committee,  
Jürgen Tinggren, Chair  
David P. Abney  
Mark P. Vergnano  
John D. Young

## PROPOSAL NUMBER THREE – AUTHORIZATION TO MAKE MARKET PURCHASES OF COMPANY SHARES

We have historically used open-market share purchases as a means of returning cash to shareholders and managing the size of our base of outstanding shares. These are longstanding objectives that management believes are important to continue.

Under Irish law, neither the Company nor any subsidiary of the Company may make market purchases or overseas market purchases of the Company's shares without shareholder approval. Accordingly, shareholders are being asked to authorize the Company, or any of its subsidiaries, to make market purchases and overseas market purchases of up to 10% of the Company's issued shares. This authorization expires after eighteen months unless renewed; accordingly, we expect to propose renewal of this authorization at subsequent annual general meetings.

Such purchases would be made only at price levels which the Directors considered to be in the best interests of the shareholders generally, after taking into account the Company's overall financial position. The Company currently expects to effect repurchases under our existing share repurchase authorization as redemptions pursuant to Article 3(d) of our Articles of Association. Whether or not this proposed resolution is passed, the Company will retain its ability to effect repurchases as redemptions pursuant to its Articles of Association, although subsidiaries of the Company will not be able to make market purchases or overseas market purchases of the Company's shares unless the resolution is adopted.

In order for the Company or any of its subsidiaries to make overseas market purchases of the Company's ordinary shares, such shares must be purchased on a market recognized for the purposes of the Companies Act 2014. The New York Stock Exchange, on which the Company's ordinary shares are listed, is specified as a recognized stock exchange for this purpose by Irish law. The general authority, if approved by our shareholders, will become effective from the date of passing of the authorizing resolution.

### Ordinary Resolution

The text of the resolution in respect of Proposal 3 is as follows:

RESOLVED, that the Company and any subsidiary of the Company is hereby generally authorized to make market purchases and overseas market purchases of ordinary shares in the Company ("shares") on such terms and conditions and in such manner as the board of directors of the Company may determine from time to time but subject to the provisions of the Companies Act 2014 and to the following provisions:

(a) The maximum number of shares authorized to be acquired by the Company and/or any subsidiary of the Company pursuant to this resolution shall not exceed, in the aggregate, 92,000,000 ordinary shares of US\$0.01 each (which represents slightly less than 10% of the Company's issued ordinary shares).

(b) The maximum price to be paid for any ordinary share shall be an amount equal to 110% of the closing price on the New York Stock Exchange for the ordinary shares on the trading day preceding the day on which the relevant share is purchased by the Company or the relevant subsidiary of the Company, and the minimum price to be paid for any ordinary share shall be the nominal value of such share.

(c) This general authority will be effective from the date of passing of this resolution and will expire on the earlier of the date of the Annual General Meeting in 2019 or eighteen months from the date of the passing of this resolution, unless previously varied, revoked or renewed by ordinary resolution in accordance with the provisions of section 1074 of the Companies Act 2014. The Company or any such subsidiary may, before such expiry, enter into a contract for the purchase of shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

The authorization for the Company and/or any its subsidiaries to make market purchases and overseas market purchases of Company shares requires the affirmative vote of a majority of the votes properly cast (in person or by proxy) at the Annual General Meeting.

The Board unanimously recommends that shareholders vote **FOR** this proposal.

## PROPOSAL NUMBER FOUR – DETERMINE THE PRICE RANGE AT WHICH THE COMPANY MAY RE-ALLOT TREASURY SHARES

Our historical open-market share repurchases and other share buyback activities result in ordinary shares being acquired and held by the Company as treasury shares. We may re-allot treasury shares that we acquire through our various share buyback activities in connection with our executive compensation program and our other compensation programs.

Under Irish law, our shareholders must authorize the price range at which we may re-allot any shares held in treasury (including by way of re-allotment off-market). In this proposal, that price range is expressed as a minimum and maximum percentage of the prevailing market price (as defined below). Under Irish law, this authorization expires after eighteen months unless renewed; accordingly, we expect to propose the renewal of this authorization at subsequent annual general meetings.

The authority being sought from shareholders provides that the minimum and maximum prices at which an ordinary share held in treasury may be re-allotted are 95% and 120%, respectively, of the average closing price per ordinary share of the Company, as reported by the New York Stock Exchange, for the thirty (30) trading days immediately preceding the proposed date of re-allotment, save that the minimum price for a re-allotment to satisfy an obligation under an employee share plan is the par value of a share. Any re-allotment of treasury shares will be at price levels that the Board considers in the best interests of our shareholders.

### Special Resolution

The text of the resolution in respect of Proposal 4 (which is proposed as a special resolution) is as follows:

RESOLVED, that the re-allotment price range at which any treasury shares held by the Company may be re-allotted shall be as follows:

(a) the maximum price at which such treasury share may be re-allotted shall be an amount equal to 120% of the “market price”; and

(b) the minimum price at which a treasury share may be re-allotted shall be the nominal value of the share where such a share is required to satisfy an obligation under an employee share plan operated by the Company or, in all other cases, an amount equal to 95% of the “market price”; and

(c) for the purposes of this resolution, the “market price” shall mean the average closing price per ordinary share of the Company, as reported by the New York Stock Exchange, for the thirty (30) trading days immediately preceding the proposed date of re-allotment.

FURTHER RESOLVED, that this authority to re-allot treasury shares shall expire on the earlier of the date of the Annual General Meeting of the Company held in 2019 or eighteen months after the date of the passing of this resolution unless previously varied or renewed in accordance with the provisions of section 109 and/or 1078 (as applicable) of the Companies Act 2014 (and/or any corresponding provision of any amended or replacement legislation) and is without prejudice or limitation to any other authority of the Company to re-allot treasury shares on-market.

The authorization of the price range at which the Company may re-allot any shares held in treasury requires the affirmative vote of at least 75% of the votes properly cast (in person or by proxy) at the Annual General Meeting.

The Board unanimously recommends that shareholders vote **FOR** this proposal.

## PROPOSAL NUMBER FIVE – ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Board recognizes that providing shareholders with an advisory vote on executive compensation can produce useful information on investor sentiment with regard to the Company's executive compensation programs. As a result, this proposal provides shareholders with the opportunity to cast an advisory vote on the compensation of our executive management team, as described in the section of this proxy statement entitled **"Compensation Discussion & Analysis,"** and endorse or not endorse our fiscal 2017 executive compensation philosophy, programs and policies and the compensation paid to the Named Executive Officers.

The advisory vote on executive compensation is non-binding, meaning that our Board will not be obligated to take any compensation actions or to adjust our executive compensation programs or policies, as a result of the vote. Notwithstanding the advisory nature of the vote, the resolution will be considered passed with the affirmative vote of a majority of the votes properly cast by the holders of ordinary shares represented at the Annual General Meeting in person or by proxy.

Although the vote is non-binding, our Board and the Compensation Committee will review the voting results. To the extent there is a significant negative vote, we would communicate directly with shareholders to better understand the concerns that influenced the vote. The Board and the Compensation Committee would consider constructive feedback obtained through this process in making future decisions about executive compensation programs.

### Advisory Non-Binding Resolution

The text of the resolution, which if thought fit, will be passed as an advisory non-binding resolution at the Annual General Meeting, is as follows:

RESOLVED, that shareholders approve, on an advisory basis, the compensation of the Company's Named Executive Officers, as disclosed in the Compensation Discussion & Analysis section of this proxy statement.

The Board unanimously recommends that shareholders vote **FOR** this proposal.

## PROPOSAL NUMBER SIX – AUTHORIZATION FOR-DIRECTORS TO ALLOT COMPANY SHARES

Under Irish law, directors of an Irish public limited company must have authority from its shareholders to issue any shares, including shares which are part of the company's authorized but unissued share capital. The Company's current authorization, approved by shareholders at our 2017 Annual General Meeting, is to issue up to 33% of the authorized but unissued share capital of the Company, which authorization will expire on March 7, 2018 - the date of the 2018 Annual General Meeting. We are presenting this proposal to renew the Board's authority to issue authorized but unissued shares on the terms set forth below. If this proposal is not passed, the Company will have a limited ability to issue new ordinary shares.

It is customary practice in Ireland to seek shareholder authority to issue shares up to an aggregate nominal value of up to 33% of the aggregate nominal value of the company's issued share capital and for such authority to be renewed each year. Therefore, in accordance with customary practice in Ireland, we are seeking approval to issue up to a maximum of 33% of our issued ordinary capital for a period expiring on the earlier of the date of the Company's annual general meeting in 2019 or September 7, 2019, unless otherwise varied, revoked or renewed. The Directors of the Company expect to propose renewal of this authorization on a regular basis at the Annual General Meeting in subsequent years.

Granting the Board this authority is a routine matter for public companies incorporated in Ireland and is consistent with Irish market practice. This authority is fundamental to our business and enables us to issue shares, including, if applicable, in connection with funding acquisitions and raising capital. We are not asking you to approve an increase in our authorized share capital or to approve a specific issuance of shares. Instead, approval of this proposal will only grant the Board the authority to issue shares that are already authorized under our Articles of Association upon the terms below. In addition, because we are a NYSE-listed company, our shareholders continue to benefit from the protections afforded to them under the rules and regulations of the NYSE and SEC, including those rules that limit our ability to issue shares in specified circumstances. This authorization is required as a matter of Irish law and is not otherwise required for other companies listed on the NYSE with whom we compete. Accordingly, approval of this resolution would merely place us on par with other NYSE-listed companies.

### Ordinary Resolution

The text of the resolution in respect of Proposal 6 (which is proposed as an ordinary resolution) is as follows:

**“RESOLVED** that the directors be and are hereby generally and unconditionally authorized to exercise all powers to allot and issue relevant securities (within the meaning of section 1021 of the Companies Act 2014) up to an aggregate nominal value of US\$3,055,000 (being equivalent to approximately 33% of the aggregate nominal value of the issued share capital of the Company as at the last practicable date prior to the issue of the notice of this meeting) and the authority conferred by this resolution shall expire on the earlier of the date of the Company's annual general meeting in 2019 or September 7, 2019, unless previously renewed, varied or revoked; provided that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted after this authority has expired, and in that case, the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.”

As required under Irish law, the resolution in respect of this proposal is an ordinary resolution that requires the affirmative vote of a majority of the votes properly cast (in person or by proxy) at the Annual General Meeting.

The Board unanimously recommends that shareholders vote **FOR** this proposal.



## PROPOSAL NUMBER SEVEN – WAIVER OF STATUTORY PRE-EMPTION RIGHTS

Under Irish law, unless otherwise authorized, when an Irish public limited company issues shares for cash to new shareholders, it is required first to offer those shares on the same or more favorable terms to existing shareholders of the company on a pro-rata basis (commonly referred to as the pre-emption right). Our current authorization, approved by shareholders at our 2017 Annual General Meeting, will expire on March 7, 2018, the date of the 2018 Annual General Meeting. We are therefore proposing to renew the Board's authority to opt-out of the pre-emption right on the terms set forth below.

It is customary practice in Ireland to seek shareholder authority to opt-out of the pre-emption rights provision in the event of the issuance of shares for cash, if the issuance is limited to up to 5% of a company's issued ordinary share capital. It is also customary practice for such authority to be renewed on an annual basis.

Therefore, in accordance with customary practice in Ireland, we are seeking this authority, pursuant to a special resolution, to authorize the directors to issue shares for cash up to a maximum of approximately 5% of the Company's authorized share capital without applying statutory pre-emption rights for a period expiring on the earlier of the Annual General Meeting in 2019 or September 7, 2019, unless otherwise varied, renewed or revoked. We expect to propose renewal of this authorization on a regular basis at our Annual General Meetings in subsequent years.

Granting the Board this authority is a routine matter for public companies incorporated in Ireland and is consistent with Irish customary practice. Similar to the authorization sought for Proposal 6, this authority is fundamental to our business and, if applicable, will facilitate our ability to fund acquisitions and otherwise raise capital. We are not asking you to approve an increase in our authorized share capital. Instead, approval of this proposal will only grant the Board the authority to issue shares in the manner already permitted under our Articles of Association upon the terms below. Without this authorization, in each case where we issue shares for cash, we would first have to offer those shares on the same or more favorable terms to all of our existing shareholders. This requirement could cause delays in the completion of acquisitions and capital raising for our business. This authorization is required as a matter of Irish law and is not otherwise required for other companies listed on the NYSE with whom we compete. Accordingly, approval of this resolution would merely place us on par with other NYSE-listed companies.

### Special Resolution

The text of the resolution in respect of Proposal 7 (which is proposed as a special resolution) is as follows:

**“RESOLVED** that the directors be and are hereby empowered pursuant to section 1023 of the Companies Act 2014 to allot equity securities (as defined in section 1023 of that Act) for cash, pursuant to the authority conferred by proposal 6 of the notice of this meeting as if sub-section (1) of section 1022 of that Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal value of US\$460,000 (being equivalent to approximately 5% of the aggregate nominal value of the issued share capital of the Company as at the last practicable date prior to the issue of the notice of this meeting) and the authority conferred by this resolution shall expire on the earlier of the Company's annual general meeting in 2019 or September 7, 2019, unless previously renewed, varied or revoked;

provided that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted after this authority has expired, and in that case, the directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.”

As required under Irish law, the resolution in respect of Proposal 7 is a special resolution that requires the affirmative vote of at least 75% of the votes cast. In addition, under Irish law, the Board may only be authorized to opt-out of pre-emption rights if it is authorized to issue shares, which authority is being sought in Proposal 6.

The Board unanimously recommends that shareholders vote **FOR** this proposal.

# PROPOSAL NUMBER EIGHT – REDUCTION OF CAPITAL AND RELATED ARTICLES AMENDMENT

## Background

Proposal 8(a) seeks shareholder approval to create additional “distributable reserves”, which will increase the amount of reserves available to us to repurchase or redeem our shares or pay dividends or make other distributions to our shareholders, as discussed further below. Proposal 8(b) sets forth a proposed amendment to our Articles of Association to clarify that any share premium reduced as part of the Company’s capital reduction will be treated as distributable reserves under Irish law, as discussed further below. While Proposals 8(a) and 8(b) are proposed, and will be voted on, as separate resolutions, the proposals are being presented together as they both relate to the Company’s capital reduction endeavors.

## Proposal 8(a) – Reduction of Capital

It is common for Irish companies to seek shareholder approval to create additional “distributable reserves”. Under Irish law, we may repurchase or redeem our shares or pay dividends or make other distributions to our shareholders only out of our distributable reserves, which generally means our accumulated realized profits less accumulated realized losses and includes reserves created by way of capital reduction. In connection with seeking the approval of the merger of Johnson Controls, Inc. (“JCI”) and Tyco International plc (“Tyco”) at an Extraordinary General Meeting of Tyco shareholders on August 17, 2016 (the “Tyco EGM”), Tyco sought and received shareholder approval of a special resolution authorizing Tyco to create additional distributable reserves arising out of the increase in the credit to Tyco’s share premium account as a result of the issuance of shares of the combined company to JCI stockholders pursuant to the terms of the merger. Immediately after the closing of the merger, former JCI stockholders owned approximately 56% of our issued and outstanding shares, and former Tyco shareholders owned approximately 44% of our issued and outstanding shares. Although the pre-merger Tyco shareholders overwhelmingly approved the proposal to create distributable reserves at the Tyco EGM, we are again seeking approval to ensure our post-merger shareholder base has the opportunity to vote on the proposal.

As of September 30, 2017, we had approximately \$10.4 billion of distributable reserves. However, primarily as a result of the merger, we have accumulated significant share premium (approximately \$25.9 billion as of September 30, 2017), which is not considered part of distributable reserves under Irish law.

In this proposal, shareholders are being asked to approve a reduction of our company capital by the entire balance of our share premium account as at December 30, 2017 or such other lesser amount as the Board of Directors or the Irish High Court may determine, to create additional “distributable reserves” in order to give us greater flexibility with respect to allocating our capital and allow us to continue repurchasing or redeeming our shares or to pay dividends or make other distributions to our shareholders.

If shareholders approve this proposal, we will seek the Irish High Court’s confirmation as soon as practicable. Although we are not aware of any reason why the Irish High Court would not approve the creation of distributable reserves, such approval is within their discretion, and there is no guarantee of such confirmation. In addition, even if shareholders approve this proposal and the Irish High Court approves the creation of distributable reserves, there is no guarantee that share repurchases and/or share redemptions will occur or that dividends will be paid to shareholders. Share repurchases, if any, and dividend payments will depend on prevailing market conditions, our liquidity requirements and other factors.

As required under Irish law, the resolution in respect of Proposal 8(a) is a special resolution that requires the affirmative vote of the holders of at least 75% of the votes cast, either in person or by proxy.

### Special Resolution

The text of the resolution in respect of Proposal 8(a) is as follows:

**RESOLVED**, that as a special resolution, subject to and with the consent of the Irish High Court:

a) in accordance with the provisions of section 84 of the Companies Act 2014 (and/or any corresponding provision of any amended or replacement legislation), the company capital of the Company be reduced by the cancellation of the entire amount standing to the credit of the Company's share premium account as at December 30, 2017 (the "Authorized Amount") or such other lesser amount as the Board of Directors or the Irish High Court may determine and for the reserve resulting from the cancellation of the share premium to be treated as profits available for distribution as defined by section 117 of the Irish Companies Act 2014 (and/or any corresponding provision of any amended or replacement legislation); and

b) the Board of Directors, acting through one or more of the Company's directors, secretaries or executive officers, be and is hereby authorized on behalf of the Company, to proceed to seek the confirmation of the Irish High Court to a reduction of company capital by the Authorized Amount or such lesser amount as the Board of Directors or the Irish High Court may determine.

### Proposal 8(b) – Amendment to Articles of Association

Proposal 8(b) is a clarifying amendment to the Company's Articles of Association to confirm that, for the avoidance of doubt, any share premium reduced as part of the Company's capital reduction will be treated as distributable reserves under Irish law. Specifically, the amendment clarifies that section 117(9) of the Companies Act 2014 applies to the Company; section 117(9) confirms that a reserve arising from a capital reduction shall be treated as realized profit of a company. As required under Irish law, the resolution in respect of Proposal 8(b) is a special resolution that requires the affirmative vote of the holders of at least 75% of the votes cast, either in person or by proxy.

### Special Resolution

The text of the resolution in respect of Proposal 8(b) is as follows:

**RESOLVED**, that as a special resolution, Article 1 of the Company's Articles of Association be and is hereby amended by the insertion of the words "and 117(9)" after the words Sections 83 and 84".

The proposed amendment to Article 1 of the Company's Articles of Association, as described above, is set forth below in the proposed new Article 1:

1. The provisions set out in these Articles of Association shall constitute the whole of the regulations applicable to the Company and no "optional provision" as defined by Section 1007(2) of the Companies Act 2014 (with the exception of Sections 83 and 84 and 117(9) of the Companies Act 2014) shall apply to the Company.

The Board unanimously recommends that shareholders vote **FOR** these proposals.

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# GOVERNANCE OF THE COMPANY

## Vision and Values of Our Board

Our vision is a more comfortable, safe, and sustainable world. In addition to achieving financial performance objectives, our Board and management believe that we must assume a leadership position in the area of corporate governance to fulfill our vision. Our Board believes that good governance requires not only an effective set of specific practices but also a culture of responsibility throughout the company, and governance at Johnson Controls is intended to optimize both. Johnson Controls also believes that good governance ultimately depends on the quality of its leadership, and it is committed to recruiting and retaining Directors and officers of proven leadership ability and personal integrity. Our Board has adopted *Corporate Governance Guidelines* which provide a framework for the effective governance of Johnson Controls. These guidelines address matters such as the Board's duties, director independence, director responsibilities, Board structure and operation, director criteria and qualifications, Board succession planning, Board compensation, management evaluation and development, Board orientation and training, Lead Director responsibilities and our *Code of Ethics*. The Governance Committee regularly reviews developments in corporate governance and updates the *Corporate Governance Guidelines* and other governance materials as it deems necessary and appropriate.

## Johnson Controls Values: How We Seek to Conduct Ourselves

### ■ *Integrity First*

*We promise honesty and transparency. We uphold the highest standards of integrity and honor the commitments we make.*

### ■ *Purpose Led*

*We believe in doing well by doing good and hold ourselves accountable to make the world a better place through the solutions we provide, our engagement in society, the way we do business, and our commitment to protect people and the environment.*

### ■ *Customer Driven*

*We win when our customers win. Our long-term strategic relationships provide unique insights and the ability to deliver exceptional customer experiences and solutions.*

### ■ *Future Focused*

*Our culture of innovation and continuous improvement drives us to solve today's challenges while constantly asking 'what's next'*

### ■ *One Team*

*We are one team, dedicated to working collaboratively together to create the purposeful solutions that propel the world forward*

## Board of Directors

### Mission of the Board of Directors: What the Board Intends to Accomplish

The mission of Johnson Controls' Board is to promote the long-term value and health of Johnson Controls in the interests of the shareholders and set an ethical "tone at the top." To this end, the Board provides management with strategic guidance, and also ensures that management adopts and implements procedures designed to promote both legal compliance and the highest standards of honesty, integrity and ethics throughout the organization.

#### Focus Areas of Our Board:

##### **Strategy and Operations:**

Ensuring that processes are in place designed to maintain the integrity and ethical conduct of the Company; reviewing and approving strategic plans and profit plans; reviewing corporate performance and staying apprised of relations with shareholders

##### **Talent:**

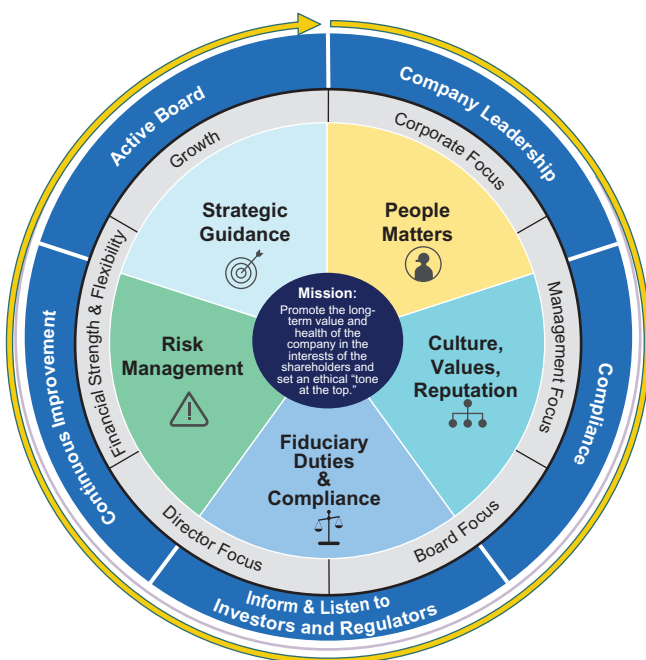
Overseeing and evaluating management's systems and senior management performance and compensation; and providing advice and counsel to senior management and plan for effective succession

##### **Governance and Risk Management:**

Overseeing and evaluating management's systems and processes for the identification, assessment, management, mitigation, and reporting of major risks; establishing corporate governance standards

##### **Board Composition and Effectiveness:**

Recommending candidates to the shareholders for election to the Board; setting standards for Director qualification, orientation and continuing education; reviewing and assessing the Board's leadership structure; and undertaking an annual performance evaluation regarding the effectiveness of the Board



## Board Responsibilities

All corporate authority resides with the Board as fiduciaries of the Company's shareholders, except for those matters reserved to the shareholders. The Board has retained oversight authority—defining and overseeing the implementation of and compliance with standards of accountability and monitoring the effectiveness of management policies and decisions in an effort to ensure that the Company is managed in such a way to achieve its objectives. The board delegates its authority to management for managing the everyday affairs of the company. The board requires that senior management review major actions and initiatives with the board prior to implementation. Management, not the Board, is responsible for managing the Company.

## Board Leadership

The Board's leadership structure generally includes a combined Chairman and CEO role with a strong, independent non-executive lead director. The Board believes our overall corporate governance measures help ensure that strong, independent directors continue to effectively oversee our management and key issues related to strategy, risk and integrity; executive compensation; CEO evaluation; and succession planning. In choosing generally to combine the roles of Chairman and CEO, the Board takes into consideration the importance of in-depth, industry-specific knowledge and a thorough understanding of our business environment and risk management practices in setting agendas and leading the Board's discussions. Combining the roles also provides a clear leadership structure for the management team and serves as a vital link between management and the Board. This allows the Board to perform its oversight role with the benefit of management's perspective on our business strategy and all other aspects of the business. Because our CEO has an in-depth knowledge of the complexity of a large and diversified international company, our businesses and their management structures, and our overall company strategy—all of which are of critical importance to our performance—the Board believes that our CEO generally is best suited to serve as Chairman and help ensure that the independent directors' attention is devoted to the issues of greatest importance to Johnson Controls and our shareholders. Our Board periodically reviews its determination to have a single individual act both as Chairman and CEO.

Johnson Controls continues to have a strong governance structure, which includes:

- a designated lead independent Director with a well-defined role (Mr. Jürgen Tinggren);
- a Board entirely composed of independent members, with the exception of Mr. Oliver;
- annual election of Directors by a majority of votes represented at the Annual General Meeting;
- committees that are entirely composed of independent Directors; and
- established governance and ethics guidelines.

The lead Director acts as an intermediary between the Board and senior management. Among other things, the lead Director's duties include:

- In collaboration with Mr. Oliver, developing Board and committee meeting schedules to assure that there is sufficient time for discussion of all agenda items and to ensure that topics deemed important by the independent directors are included in Board discussions and sufficient executive sessions are scheduled as needed;
- Calling meetings of the independent directors;



- Developing the agenda for and chairing executive sessions of independent directors;
- Serving as principal liaison between the independent directors and Mr. Oliver on sensitive issues;
- Serving as chairman of meetings of the Board when Mr. Oliver is not present;
- In collaboration with Mr. Oliver, consulting with the appropriate members of senior management about what information pertaining to the Company's finances, operations, strategic alternatives, compliance and members of management is to be sent to the Board in conjunction with meetings and between meetings; and
- If requested by the Company's major stockholders, making himself reasonably available for direct communication.

## Board Oversight of Risk

The Board's role in risk oversight at Johnson Controls is consistent with Johnson Controls' leadership structure, with management having day-to-day responsibility for assessing and managing Johnson Controls' risk exposure and the Board and its committees providing oversight in connection with those efforts, with particular focus on the most significant risks facing Johnson Controls. The Board performs its risk oversight role in several ways. Board meetings regularly include strategic overviews by the CEO that describe the most significant issues, including risks, affecting Johnson Controls. In addition, the Board is regularly provided with business updates from the leaders of Johnson Controls' business units, and updates from the General Counsel and other functional leaders. The Board reviews the risks associated with Johnson Controls' financial forecasts, business plan and operations. These risks are identified and managed in connection with Johnson Controls' robust enterprise risk management ("ERM") process. The Company's ERM process provides the enterprise with a common framework and terminology to ensure consistency in identification, reporting and management of key risks. It is also directly linked to the strategic planning process, and includes a formal process to identify and document the key risks to Johnson Controls perceived by a variety of stakeholders in the enterprise. The results of the ERM process are presented to the Board at least annually.

The Board has delegated to each of its committees responsibility for the oversight of specific risks that fall within the committee's areas of responsibility. For example:

- The Audit Committee reviews and discusses with management the Company's major financial reporting, tax, accounting, internal controls, information technology and compliance risk exposures and the steps management has taken to monitor and control such exposures;
- The Compensation Committee reviews and discusses with management the extent to which the Company's compensation policies and practices create or mitigate risks for the Company; and
- The Governance Committee reviews and discusses with management the implementation and effectiveness of the Company's corporate governance policies and EHS programs, oversees the ERM process and is deeply involved in key management succession planning.

## Board Capabilities

The Johnson Controls Board as a whole is strong in its diversity, vision, strategy and business judgment. It possesses a robust collective knowledge of management and leadership, business



operations, crisis management, risk assessment, industry knowledge, accounting and finance, corporate governance and global markets.

The culture of the Board is such that it can operate swiftly and effectively in making key decisions and facing major challenges. Board meetings are conducted in an environment of trust, open dialogue and mutual respect that encourages constructive commentary. The Board strives to be informed, proactive and vigilant in its oversight of Johnson Controls and protection of shareholder assets.

## Board Committees

To conduct its business the Board maintains three standing committees: Audit, Compensation and Governance, and each of these NYSE required committees are entirely composed of independent Directors. The Board also maintains an Executive Committee comprised of the Chairman, lead Director and each committee chair that meets at least annually to review the Company's retirement plans and other matters as delegated to it by the Board. Assignments to, and chairs of, the Audit and Compensation Committees are recommended by the Governance Committee and selected by the Board. The independent Directors as a group elect the members and the chair of the Governance Committee. All committees report on their activities to the Board.

The lead Director may also convene "special committees" to review discrete matters that require the consideration of a Board committee, but do not fit within the mandate of any of the standing committees. Special committees report their activities to the Board.

To ensure effective discussion and decision making while at the same time having a sufficient number of independent Directors for its three standing committees, the Board is normally constituted of between ten and thirteen Directors. The minimum and maximum number of Directors is set forth in Johnson Controls' Articles of Association.

The Governance Committee reviews the Board's governance guidelines annually and recommends appropriate changes to the Board.

## Board Meetings

The Board meets at least four times annually, and additional meetings may be called in accordance with our Articles of Association. Frequent board meetings are critical not only for timely decisions but also for Directors to be well informed about Johnson Controls' operations and issues. One of these meetings will be scheduled in conjunction with the Annual General Meeting of shareholders and Board members are required to be in attendance at such meeting either in person or by telephone. The lead Director and the chair of the Board are responsible for setting meeting agendas with input from the other Directors.

Committee meetings are normally held in conjunction with Board meetings. Major committee decisions are reviewed and approved by the Board. The Board chair and committee chairs are responsible for conducting meetings and informal consultations in a fashion that encourages informed, meaningful and probing deliberations. Presentations at Board meetings are concise and focused, and they include adequate time for discussion and decision-making. An executive session of independent Directors, chaired by the lead Director, is held at least annually, and in practice at most Board meetings.

Directors receive the agenda and materials for regularly scheduled meetings in advance. Best efforts are made to make materials available as soon as one week in advance, but no later than three days in advance. When practical, the same applies to special meetings of the Board. Directors may ask for additional information from, or meetings with, senior managers at any time.

Strategic planning and succession planning sessions are held annually at a regular Board meeting. The succession planning meeting focuses on the development and succession of not only the CEO but also the other senior executives.

The Board's intent is for Directors to attend all regularly scheduled Board and committee meetings. Directors are expected to use their best efforts to attend regularly scheduled Board and committee meetings in person. All independent Board members are welcome to attend any committee meeting.

## Board and Committee Calendars

A calendar of agenda items for the regularly scheduled Board meetings and all regularly scheduled committee meetings is prepared annually by the chair of the Board in consultation with the lead Director, committee chairs, and all interested Directors.

## Board Communication

Management speaks on behalf of Johnson Controls, and the Board normally communicates through management with outside parties, including shareholders, business journalists, analysts, rating agencies and government regulators. In certain circumstances Directors may also meet with shareholders to discuss specific governance topics. The Board has established a process for interested parties to communicate with members of the Board, including the lead Director. If you have any concern, question or complaint regarding our compliance with any policy or law, or would otherwise like to contact the Board, you can reach the Johnson Controls Board of Directors via email at [directors@johnsoncontrols.com](mailto:directors@johnsoncontrols.com). Shareholders, customers, vendors, suppliers and employees can also raise concerns at [www.johnsoncontrolsintegrityhelpline.com](http://www.johnsoncontrolsintegrityhelpline.com). Inquiries can be submitted anonymously and confidentially.

All inquiries are received and reviewed by the Integrity Helpline manager, who is part of the Compliance function. A report summarizing all items received resulting in cases is prepared for the Audit Committee of the Board. The Integrity Helpline manager directs cases to the applicable department (such as customer service, human resources, or in the case of accounting or control issues, forensic audit) and follows up with the assigned case owner to ensure that the cases are responded to in a timely manner. The Board also reviews non-trivial shareholder communications received by management through the Corporate Secretary's Office or Investor Relations.

## Board Advisors

The Board and its committees (consistent with the provisions of their respective charters) may retain their own advisors, at the expense of Johnson Controls, as they deem necessary in order to carry out their responsibilities.

## Board Evaluation

The Governance Committee coordinates an annual evaluation process by the Directors of the Board's performance and procedures, as well as that of each committee. This evaluation leads to a full Board discussion of the results. In connection with the evaluation process:

- each Director submits specific written feedback on the Board's performance and Board governance and processes;

- the lead Director and chair of the Governance Committee informally consult with each of the Directors;
- the qualifications and performance of all Board members are reviewed in connection with their re-nomination to the Board;
- the Governance Committee, the Audit Committee and the Compensation Committee each conduct an annual self-evaluation of their performance and procedures, including the adequacy of their charters, and report those results to the Board.

## Board Compensation and Stock Ownership

The Governance Committee periodically reviews the Directors' compensation and recommends changes in the level and mix of compensation to the full Board. See the Compensation Discussion and Analysis for a detailed discussion of the Compensation Committee's role in determining executive compensation.

To help align Board and shareholder interests, Directors are encouraged to own Johnson Controls common stock or its equivalent, with the guideline set at five times the annual cash retainer. Directors are expected to attain this minimum stock ownership guideline within five years of joining the Board. Once a Director satisfies the minimum stock ownership recommendation, the Director will remain qualified, regardless of market fluctuations, under the guideline as long as the Director does not sell any stock. Directors are each expected to reach the minimum stock ownership level within the recommended time period. Mr. Oliver receives no additional compensation for service as a Director.

## Director Independence

To maintain its objective oversight of management, the board consists of a substantial majority of independent directors. Our Board annually determines the independence of each director and nominee for election as a director based on a review of the information provided by the directors and the executive officers, and a survey by our legal and finance departments. The Board makes these determinations under the *NYSE Listed Company Manual's* independence standards and our *Corporate Governance Guidelines*, which are more restrictive than the NYSE independence standards. Independent directors:

- are not former officers or employees of the Johnson Controls or its subsidiaries or affiliates, nor have they served in that capacity within the last five years;
- have no current or prior material relationships with Johnson Controls aside from their directorship that could affect their judgment;
- have not worked for, nor have any immediate family members that have worked for, been retained by, or received anything of substantial value from Johnson Controls aside from his or her compensation as a director;
- have no immediate family member who is an officer of Johnson Controls or its subsidiaries or has any current or past material relationship with Johnson Controls;
- do not work for, nor does any immediate family member work for, consult with, or otherwise provide services to, another publicly traded company on whose board of directors Johnson Controls' CEO or other senior executive serves;

- do not serve as, nor does any immediate family member serve as, an executive officer of any entity with respect to which Johnson Controls' annual sales to, or purchases from, exceed the greater of two percent of either entity's annual revenues for the prior fiscal year or \$1,000,000.
- do not serve, nor does any immediate family member serve, on either the board of directors or the compensation committee of any corporation that employs either a nominee for director or a member of the immediate family of any nominee for director; and
- do not serve, nor does any immediate family member serve, as a director, trustee, executive officer or similar position of a charitable or non-profit organization with respect to which the company or its subsidiaries made charitable contributions or payments in excess of the greater of \$1,000,000 or two percent of such organization's charitable receipts in the last fiscal year.

Directors meet stringent definitions of independence and for those Directors that meet this definition, the Board will make an affirmative determination that a Director is independent. The Board has determined that all of the Director nominees, with the exception of Mr. Oliver meet these standards and are therefore independent of the Company.

## Director Service

Directors are elected by an affirmative vote of an absolute majority of the votes represented (in person or by proxy) by shareholders at the Annual General Meeting. They are elected to serve for one-year terms (except in instances where a director is elected during a special meeting), ending after completion of the next succeeding Annual General Meeting. If a Director resigns or otherwise terminates his or her Directorship prior to the next Annual General Meeting, the Board may appoint an interim Director until the next Annual General Meeting. Any nominee for Director who does not receive an affirmative vote of an absolute majority of votes represented (in person or by proxy) by shareholders at the Annual General Meeting is not elected to the Board.

Each Director must offer to resign from the Board at the Annual General Meeting following his or her 72nd birthday. The Board may, in its discretion, waive this limit in special circumstances. The rotation of committee chairs and members is considered on an annual basis to ensure diversity of Board member experience and variety of perspectives across the committees, but there is no strict committee chair rotation policy. Any changes in committee chair or member assignments are made based on committee needs, Director interests, experience and availability, and applicable regulatory and legal considerations. Moreover, the value of rotation is weighed carefully against the benefit of committee continuity and experience.

Directors are also expected to inform the Governance Committee of any significant change in their employment or professional responsibilities and are required to offer their resignation to the Board in the event of such a change. This allows for discussion with the Governance Committee to determine if it is in the mutual interest of both parties for the Director to continue on the Board.

The Governance Committee is responsible for the review of all Directors, and where necessary will take action to recommend to shareholders the removal of a Director for performance, which requires the affirmative vote of a majority of the votes represented (in person or by proxy) at a duly called shareholder meeting.

## Board Tenure

Our directors have served an average of 4 years on our Board, with 7 Directors serving for three years or less and 1 Director serving over ten years. The current short tenure of the majority of our

Directors is due to the merger between Johnson Controls, Inc. and a subsidiary of Tyco International plc. Four of our current Directors joined our board on September 2, 2016 in connection with the merger and 5 of our current directors served as a directors of Tyco prior to the merger. We believe this combination of boards is a positive, with more experienced Directors from each of legacy Johnson Controls and legacy Tyco having a deep knowledge of their respective companies and our newer Directors bringing fresh ideas and perspectives to board discussions. We continually review our board composition to ensure we maintain the right balance of expertise and diverse viewpoints. We also review our board leadership structure and committee memberships each year, taking into account the guidelines outlined in our Corporate Governance Guidelines.

## Director Orientation and Education

A formal orientation program is provided to new Directors by the Corporate Secretary on Johnson Controls' mission, values, governance, compliance and business operations. In addition, a program of continuing education is annually provided to incumbent Directors, and it includes review of the Company's Ethics Policy. Directors are also encouraged to take advantage of outside continuing education relating to their duties as a Director and to subscribe to appropriate publications at the Company's expense.

## Other Directorships, Conflicts and Related Party Transactions

We recognize the importance of having Directors with significant experience in other businesses and activities; however, Directors are expected to ensure that other commitments, including outside board memberships, do not interfere with their duties and responsibilities as members of the Johnson Controls' Board. In order to provide sufficient time for informed participation in their Board responsibilities non-executive Directors are required to limit their external directorships of other public companies to three and Audit Committee members are required to limit their audit committee membership in other public companies to two. The Board may, in its discretion, waive these limits in special circumstances. When a Director or the CEO intend to serve on another board, the Governance Committee is required to be notified. The Governance Committee reviews the possibility of conflicts of interest or time constraints and must approve the officer's or Director's appointment to the outside board. Each Director is required to notify the Corporate Secretary of any potential conflicts. The CEO may serve on no more than one other public company board. The CEO shall resign or retire from the Board upon resigning or retiring from his role as CEO, following a transition period mutually agreed upon between the CEO and the Compensation Committee.

The company has a formal, written procedure intended to ensure compliance with the related party provisions in our Code of Ethics and with our corporate governance guidelines. For the purpose of the policy, a "related party transaction" is a transaction in which we participate and in which any related party has a direct or indirect material interest, other than ordinary course, arms-length transactions of less than 1% of the revenue of the counterparty. Transactions exceeding the 1% threshold, and any transaction involving consulting, financial advisory, legal or accounting services that could impair a Director's independence, must be approved by our Governance Committee. Any related party transaction in which an executive officer or a Director has a personal interest, or which could present a possible conflict under the Code of Ethics, must be approved by a majority of disinterested directors, following appropriate disclosure of all material aspects of the transaction.

Under the rules of the Securities and Exchange Commission, public issuers such as Johnson Controls must disclose certain "related person transactions." These are transactions in which Johnson Controls is a participant where the amount involved exceeds \$120,000, and a Director, executive officer or holder of more than 5% of our ordinary shares has a direct or indirect material interest. Although Johnson Controls engaged in commercial transactions in the normal course of business with

companies where Johnson Controls' Directors were employed and served as officers, none of these transactions exceeded 1% of Johnson Controls' gross revenues and these transactions are not considered to be related party transactions.

## Code of Ethics

We have adopted the Code of Ethics, which applies to all employees, officers, and Directors of Johnson Controls. The Code of Ethics meets the requirements of a "code of ethics" as defined by Item 406 of Regulation S-K and applies to our CEO, Chief Financial Officer and Chief Accounting Officer, as well as all other employees. The Code of Ethics also meets the requirements of a code of business conduct and ethics under the listing standards of the NYSE. The Code of Ethics is posted on our website at [www.johnsoncontrols.com](http://www.johnsoncontrols.com) under the heading "About—Ethics and Compliance." We will also provide a copy of the Code of Ethics to shareholders upon request. We disclose any amendments to the Code of Ethics, as well as any waivers for executive officers or Directors on our website at [www.johnsoncontrols.com](http://www.johnsoncontrols.com) under the heading "About Us—Ethics and Compliance." The Board of Directors annually certifies their compliance with the Code of Ethics. The Company maintains established procedures by which employees may anonymously report a possible violation of the Code of Ethics. The Audit Committee maintains procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters. The Audit Committee also maintains procedures for employees to report concerns regarding questionable accounting or auditing policies or practices on a confidential, anonymous basis.

## Nomination of Directors and Board Diversity

The Governance Committee, in accordance with the Board's governance principles, seeks to create a Board that as a whole is strong in its collective knowledge and has a diversity of skills and experience with respect to vision and strategy, management and leadership, business operations, business judgment, crisis management, risk assessment, industry knowledge, accounting and finance, corporate governance and global markets. Although the Johnson Controls Board does not have a specific policy regarding diversity, the Board takes into account the current composition and diversity of the Board (including diversity with respect to race, gender and ethnicity) and the extent to which a candidate's particular expertise and experience will complement the expertise and experience of other directors. The Governance Committee also considers the Board's overall composition when considering a potential new candidate, including whether the Board has an appropriate combination of professional experience, skills, knowledge and variety of viewpoints and backgrounds in light of Johnson Controls' current and expected future needs. In addition, the Governance Committee believes that it is desirable for new candidates to contribute to a variety of viewpoints on the Board, which may be enhanced by a mix of different professional and personal backgrounds and experiences. The Governance Committee periodically reviews these criteria and qualifications to determine any need to revise such criteria and qualifications based upon corporate governance best practices and Johnson Controls' needs at the time of the review.

General criteria for the nomination of Director candidates include:

- the highest ethical standards and integrity;
- a willingness to act on and be accountable for Board decisions;
- an ability to provide wise, informed and thoughtful counsel to top management on a range of issues;
- a history of achievement that reflects superior standards for themselves and others;



- loyalty and commitment to driving the success of the Company;
- an ability to take tough positions while at the same time working as a team player; and
- individual backgrounds that provide a portfolio of experience and knowledge commensurate with the Company's needs.

The Company also strives to have all non-employee Directors be independent. In addition to having such Directors meet the NYSE definition of independence, the Board has set its own more rigorous standard of independence. The Governance Committee must also ensure that the members of the Board as a group maintain the requisite qualifications under NYSE listing standards for populating the Audit, Compensation and Governance Committees. In addition, the Governance Committee ensures that each member of the Compensation Committee is a "Non-Employee" Director as defined in the Securities Exchange Act of 1934 and is an "outside director" as defined in section 162(m) of the U.S. Code.

As provided in its charter, the Governance Committee will consider Director candidates recommended by shareholders. To recommend a Director candidate, a shareholder should write to Johnson Controls' Secretary at Johnson Controls' current registered address: One Albert Quay, Cork, Ireland. Such recommendation must include:

- the name and address of the candidate;
- a brief biographical description, including his or her occupation for at least the last five years, and a statement of the qualifications of the candidate, taking into account the qualification requirements set forth above;
- the candidate's signed consent to serve as a Director if elected and to be named in the proxy statement;
- evidence of share ownership of the person making the recommendation; and
- all of the information required by Article 62 of our Memorandum and Articles of Association to be included in notices for any nomination by a shareholder of an individual for election to the Board.

The recommendation must also follow the procedures set forth in Articles 54—68 of our Memorandum and Articles of Association to be considered timely and complete in order to be considered for nomination to the Board.

To be considered by the Governance Committee for nomination and inclusion in the Company's proxy statement for the 2018 Annual General Meeting, shareholder recommendations for Director must be received by Johnson Controls' Corporate Secretary no later than September 21, 2018. Once the Company receives the recommendation, the Company may deliver a questionnaire to the candidate that requests additional information about the candidate's independence, qualifications and other information that would assist the Governance Committee in evaluating the candidate, as well as certain information that must be disclosed about the candidate in the Company's proxy statement, if nominated. Candidates must complete and return the questionnaire within the time frame provided to be considered for nomination by the Governance Committee. No candidates were recommended by shareholders in connection with the Annual General Meeting.

The Governance Committee employs an unrelated search firm to assist the Committee in identifying candidates for Director when a vacancy occurs. The Committee also receives suggestions

for Director candidates from Board members. All of our nominees for Director are current members of the Board. In evaluating candidates for Director, the Committee uses the qualifications described above, and evaluates shareholder candidates in the same manner as candidates from all other sources. Based on the Governance Committee's evaluation of the current Directors, each nominee was recommended for election.

## For More Information

We believe that it is important that Johnson Controls' stakeholders and others are able to review its corporate governance practices and procedures. Our corporate governance guidelines are embodied in a formal document that has been approved by Johnson Controls' Board of Directors. It is available on our website at [www.johnsoncontrols.com](http://www.johnsoncontrols.com) under the heading "Investors-Corporate Governance." We will also provide a copy of the corporate governance principles to shareholders upon request. Our corporate governance guidelines and general approach to corporate governance as reflected in our memorandum and articles of association and our internal policies and procedures are guided by U.S. practice and applicable federal securities laws and regulations and NYSE requirements. Although we are an Irish public limited company, we are not subject to, nor have we adopted, the U.K. Corporate Governance Code or any other non-statutory Irish or U.K. governance standards or guidelines. While there are many similarities and overlaps between the U.S. corporate governance standards applied by us and the U.K. Corporate Governance Code and other Irish/U.K. governance standards or guidelines, there are differences, in particular relating to the extent of the authorization to issue share capital and effect share repurchases that may be granted to the Board and the criteria for determining the independence of directors.



## COMPENSATION OF NON-EMPLOYEE DIRECTORS

Director compensation for fiscal 2017 for non-employee directors consisted of an annual cash retainer of \$120,000 and restricted stock units (“RSUs”) with a grant date value of approximately \$155,000 and a one-year vesting term. The Lead Director received an additional \$30,000 and the chairs of each of standing committees (other than the Lead Director) received an additional fee of \$25,000. A Director who is also an employee receives no additional remuneration for services as a Director.

Name	Fees Earned or Paid in Cash (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)</sup>	Total (\$)
<b>Current Directors</b>			
Mr. David Abney	\$ 120,000	\$ 154,995	\$ 274,995
Ms. Natalie Black (GC)	\$ 145,000	\$ 154,995	\$ 299,995
Mr. Michael E. Daniels (CC)	\$ 123,057	\$ 154,995	\$ 278,052
Mr. Juan Pablo del Vale Perochena	\$ 120,000	\$ 154,995	\$ 274,995
Mr. W. Roy Dunbar	\$ 35,604	\$ 116,245	\$ 151,849
Mr. Brian Duperreault	\$ 120,000	\$ 154,995	\$ 274,995
Mr. Jürgen Tinggren(L) (AC)	\$ 145,611	\$ 154,995	\$ 300,606
Mr. Mark Vergnano	\$ 120,000	\$ 154,995	\$ 274,995
Mr. R. David Yost	\$ 120,000	\$ 154,995	\$ 274,995
Mr. John D. Young <sup>(3)</sup>	\$ -	\$ -	\$ -
<b>Former Directors</b>			
Mr. Jeffrey Joerres <sup>(4)</sup>	\$ 131,657	\$ 154,995	\$ 286,652

(L)= Lead Director

(AC)= Audit Committee Chair

(CC)= Compensation Committee Chair

(GC)= Governance Committee Chair

(1) Fees are pro-rated for the change in compensation described above.

(2) This column reflects the fair value of the entire amount of awards granted to Directors calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification (ASC) Topic 718, excluding estimated forfeitures. The fair value of RSUs is computed by multiplying the total number of shares subject to the award by the closing market price of the Company's ordinary shares on the date of grant. RSUs granted to Board members generally vest and the underlying units are converted to shares and delivered to Board members on the anniversary of the grant date.

(3) Mr. Young became a director on December 7, 2017.

- (4) Mr. Joerres served as Lead Director and Chair of the Compensation Committee through August 16, 2017.

## Charitable Contributions

The Board understands that its members, or their immediate family members, serve as directors, trustees, executives, advisors and in other capacities with a host of other organizations. If Johnson Controls directs a charitable donation to an organization in which a Johnson Controls Director, or their immediate family member, serves as a director, trustee, executive, advisor, or in other capacities with the organization, the Board must approve the donation. Any such donation approved by the Board will be limited to an amount that is less than 2% of that organization's annual charitable receipts, and less than 2% of Johnson Controls' total annual charitable contributions. In line with its matching gift policy for employees, going forward Johnson Controls will make an annual matching gift of up to \$5,000 for each Director to qualifying charities.

## COMMITTEES OF THE BOARD

The table below sets forth committee membership as of the end of fiscal year 2017 and meeting information for each of the Board Committees.

Name	Audit	Governance	Compensation	Executive	Date Elected/ Appointed to Board
Mr. David Abney <sup>(1)</sup>	X				9/2/2016
Ms. Natalie Black <sup>(1)</sup>		X(C)		X	9/2/2016
Mr. Michael E. Daniels			X(C)	X	3/10/2010
Mr. Juan Pablo del Valle Perochena		X			9/2/2016
Mr. W. Roy Dunbar			X		6/14/2017
Mr. Brian Duperreault		X			3/25/2004
Mr. George R. Oliver				X(C)	9/28/2012
Mr. Jürgen Tinggren (L)	X(C)			X	3/5/2014
Mr. Mark Vergnano	X				9/2/2016
Mr. R. David Yost			X		3/12/2009
Number of Meetings During Fiscal Year 2017	11	4	11	2	

- <sup>(1)</sup> Mr. Abney and Ms. Black are retiring from the Board of Directors effective as of the conclusion of the Company's 2018 Annual General Meeting of Shareholders.

(L) = Lead Director

(C) = Committee Chair

During fiscal 2017, the full Board met six times. All directors except Mr. del Valle Perochena attended at least 90% of the Board and committee meetings on which he or she sits. Mr. del Valle Perochena attended 70% of such meetings, due to his absence from one Board and one committee meeting in order to be present at the birth of his child. The Board's governance principles provide that

Board members are expected to attend each Annual General Meeting in person or by phone. At the 2017 Annual General Meeting, all of our current Board members who were Board members at such time were in attendance.

**Audit Committee.** The Audit Committee monitors the integrity of Johnson Controls' financial statements, the independence and qualifications of the independent auditors, the performance of Johnson Controls' internal auditors and independent auditors, Johnson Controls' compliance with legal and regulatory requirements and the effectiveness of Johnson Controls' internal controls. The Audit Committee is also responsible for retaining, subject to shareholder approval, evaluating, setting the remuneration of, and, if appropriate, recommending the termination of Johnson Controls' auditors. The Audit Committee has been established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended. The Audit Committee operates under a charter approved by the Board. The charter is posted on Johnson Controls' website at [www.johnsoncontrols.com](http://www.johnsoncontrols.com) and we will provide a copy of the charter to shareholders upon request. The current members of the Audit Committee are Messrs. Tinggren, Abney, Vergnano and Young, each of whom is independent under NYSE listing standards and SEC rules for audit committee members. Mr. Dunbar served on the Audit Committee from June 2017 to August 2017, at which time he became a member of the Compensation Committee. Mr. Tinggren is the chair of the Audit Committee as well as our independent lead director. The Board has determined that each of Messrs. Tinggren, Abney and Vergnano is an audit committee financial expert. Mr. Abney will retire from the Board of Directors effective as of the conclusion of the Company's 2018 Annual General Meeting of Shareholders.

**Governance Committee.** The Governance Committee is responsible for identifying individuals qualified to become Board members, recommending to the Board the Director nominees for the Annual General Meeting, developing and recommending to the Board a set of corporate governance principles, and playing a general leadership role in Johnson Controls' corporate governance. In addition, the Governance Committee oversees our environmental, health and safety management system and enterprise risk assessment activities. The Governance Committee operates under a charter approved by the Board. The charter is posted on Johnson Controls' website at [www.johnsoncontrols.com](http://www.johnsoncontrols.com) and we will provide a copy of the charter to shareholders upon request. The current members of the Governance Committee are Ms. Black and Messrs. Duperreault and del Valle Perochena, each of whom is independent under NYSE listing standards. Ms. Black currently chairs the Governance Committee, but will retire from the Board of Directors effective as of the conclusion of the Company's 2018 Annual General Meeting of Shareholders.

**Compensation Committee.** The Compensation Committee reviews and approves compensation and benefits policies and objectives, determines whether Johnson Controls' officers, Directors and employees are compensated according to these objectives, and assists the Board in carrying out certain of its Board's responsibilities relating to the compensation of Johnson Controls' executives. The Compensation Committee operates under a charter approved by the Board. The charter is posted on Johnson Controls' website at [www.johnsoncontrols.com](http://www.johnsoncontrols.com) and we will provide a copy of the charter to shareholders upon request. The current members of the Compensation Committee are Messrs. Daniels, Dunbar and Yost. Mr. Daniels is the chair of the Compensation Committee. Mr. Jeffery Joerres served as Chair of the Committee in fiscal 2017 until he resigned from the Board of Directors on August 16, 2017, at which time Mr. Daniels became the Chair. The Board of Directors has determined that each of the members of the Compensation Committee is independent under NYSE listing standards. In addition, each member is a "Non-Employee" Director as defined in the Securities Exchange Act of 1934 and is an "outside director" as defined in section 162(m) of the U.S. Code. For more information regarding the Compensation Committee's roles and responsibilities, see the Compensation Discussion and Analysis.

**Executive Committee.** The Executive Committee assists the Board in fulfilling its oversight responsibility with its review and monitoring of major corporate actions including external corporate development activities, business portfolio optimization, capital appropriations and capital expenditures. The Executive Committee was established in September of 2016 and operates under a charter approved by the Board. The charter is posted on Johnson Controls' website at [www.johnsoncontrols.com](http://www.johnsoncontrols.com) and we will provide a copy of the charter to shareholders upon request. The current members of the Executive Committee are Messrs. Daniels, Oliver, Tinggren and Ms. Black. Mr. Oliver is the chair of the Executive Committee.

### Compensation Committee Interlocks and Insider Participation

During fiscal 2017, Messrs. Daniels, Dunbar, Joerres, and Yost served on the Compensation Committee. None of the members of the Compensation Committee during fiscal 2017 or as of the date of this proxy statement is or has been an officer or employee of the Company and no executive officer of the Company served on the compensation committee or board of any company that employed any member of the Company's Compensation Committee or Board of Directors.

# COMPENSATION DISCUSSION & ANALYSIS

This Compensation Discussion and Analysis (“CD&A”) describes the compensation of our NEOs for fiscal year 2017. Our NEOs for fiscal year 2017 were the following individuals:

NEO	Position
<b>George R. Oliver</b>	Chairman & Chief Executive Officer
<b>Alex A. Molinaroli</b>	Former Chairman & Chief Executive Officer
<b>Brian J. Stief</b>	Executive Vice President & Chief Financial Officer
<b>William C. Jackson</b>	Vice President & President—Products, Building Technologies and Solutions
<b>Joseph Walicki</b>	Vice President & President—Power Solutions
<b>Jeffrey Williams</b>	Vice President & President—Building Solutions EMEA & LA

## Important Compensation Committee Actions and Developments

Throughout 2017, the Compensation Committee (the “Committee”) actively evaluated existing executive compensation programs in light of continued organizational change as well as the 63% vote we received on our 2017 Say on Pay proposal. During our ongoing discussions with shareholders, we received clear feedback and concern about pay for performance alignment in three areas:

- Incentive plan metrics did not align closely enough with the company’s strategic and financial goals, particularly in the area of Free Cash Flow Conversion;
- Incentive goals did not demonstrate sufficient rigor in order that their achievement would lead to the creation of value for shareholders and provide competitive pay for competitive performance;
- Our legacy change in control agreements were excessive compared to industry norms, providing for higher overall benefits relative to competitive market practice.

Throughout fiscal year 2017 and into 2018, the Committee worked closely with management to initiate efforts and actions to develop and implement a comprehensive executive compensation program for the combined organization that took into account the concerns expressed by shareholders. In connection with this effort, the Committee commissioned an analysis of the various elements of our program in order to better understand how they fit with our business and talent needs, and compared to market trends. As a result of these efforts, the Committee took the following actions:

### Committee Actions

#### Incentive Plan Metrics Annual Incentive Performance Plan (AIPP)

For fiscal year 2018:

- Transitioned short-term performance metrics from Trade Working Capital improvements and Return on Sales to Free Cash Flow Conversion and Revenue Growth
- Retained the EBIT Growth metric

#### Long-Term Incentive Performance Plan (LTIPP)

Beginning in fiscal year 2017:

- Introduced a TSR modifier relative to the S&P 500 Industrial Index

## Committee Actions

### Incentive Plan Goals

- Implemented a rigorous goal-setting process for both short and long term incentive programs to drive and reward key performance metrics based on historical and competitive benchmarks
  - For fiscal year 2018, targets will reflect appropriate payouts relative to results; ***superior results will be required to achieve maximum payouts***

### Severance and Change of Control Arrangements

- In 2016, eliminated individual change in control agreements for newly hired executives and employees promoted into an officer role and implemented a severance and change in control policy more aligned with market practice
  - Executives with change in control agreements entered into prior to the merger (e.g., Messrs. Jackson, Walicki and Williams) will transition to the policy when their agreements expire in September 2019
- In December 2017, further revised the Severance and Change of Control Policy to more closely align it with market practice. The revisions:
  - Simplified the basis for cash severance in the event of a change in control, moving from base salary + the greater of the average of the annual bonuses for the three years preceding the change of control to base salary + target annual bonus
  - Reduced change of control payout multiples for executives other than the CEO, moving from 3x for all executives to 3x for the CEO and 2x for all other executives
  - Established appropriate restrictive covenants and more clearly defined circumstances under which an officer is eligible to invoke a “good reason” termination following a change in control

***In connection with these revisions, Mr. Oliver voluntarily terminated his legacy Executive Employment Agreement and now participates in the revised Change of Control and Severance Policy for Officers.***

Management and the Committee continue to focus on ensuring that our compensation programs support the strategic needs of our organization, drive pay and performance alignment, and contain strong governance features. Over the past year, we have evolved our programs and practices given direct feedback from our shareholders. Now, given the completion of the merger and the continuation of integration, the Company continues to evaluate fresh perspectives to ensure that our approaches to compensation represent leading best practices and are appropriately aligned with our business strategy. As such, we engaged Farient Advisors as our new independent compensation consultant in December 2017 to continue to closely monitor developments and trends in executive compensation and provide recommendations for appropriate adjustments to the Company's compensation program, policies, and practices in line with our business and talent strategies and investor expectations. The Committee, which is now chaired by Michael Daniels, is committed to continuously evaluating the Company's compensation programs in order to ensure their alignment with evolving market practice and be responsive to business and shareholder needs.

## EXECUTIVE SUMMARY

We believe in offering competitive compensation that (i) aligns with business results, (ii) is in the best interests of our shareholders, and (iii) delivers value to our executives, commensurate with performance. As a reflection of this belief, the development, review and approval of the compensation for our named executive officers (“NEOs”) is based on the following objectives and philosophy:

Objectives & Philosophy	
Objectives of Executive Compensation Program	<p>Our executive compensation program is designed to:</p> <ul style="list-style-type: none"><li>• Build long-term shareholder value</li><li>• Deliver sustained, strong business and financial results</li><li>• Attract, motivate and retain a highly qualified and effective executive team</li></ul>
Philosophy of Executive Compensation Program	<p>Our executive compensation philosophy is built on several principles:</p> <ul style="list-style-type: none"><li>• Align compensation with shareholder interests</li><li>• Avoid excessive risk-taking</li><li>• Pay for performance (both company and individual), requiring superior results to achieve maximum payouts</li><li>• Focus on the long term</li><li>• Align compensation to market; targeting the 50<sup>th</sup> percentile for target performance</li><li>• Provide an appropriate pay mix, with an increase in at-risk and performance-based compensation as executive responsibilities increase</li></ul>

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### 2017 CEO Transition

On September 2, 2016, Johnson Controls, Inc. (“legacy Johnson Controls”) and Tyco International plc (“legacy Tyco”) combined to create Johnson Controls International plc (the “Merger”). In connection with the Merger, the Board of the newly formed company appointed Mr. Molinaroli as Chief Executive Officer and Mr. Oliver as President and Chief Operating Officer under the stipulation that Mr. Oliver would succeed Mr. Molinaroli as CEO on March 2, 2018 (the 18-month anniversary of the Merger). The Merger agreement also stipulated that Mr. Molinaroli would become Executive Chairman on September 2, 2016, and would serve in this role for 12 months after ceasing to be CEO, after which Mr. Oliver would become Chairman and CEO of the Company.

In August 2017, the Board of Directors decided to accelerate the transition of the roles of Chairman and CEO such that Mr. Oliver became Chairman and CEO effective September 1, 2017. In addition, Mr. Molinaroli ceased serving as a member of the Board on this date. For details of the impact of this transition on Mr. Molinaroli’s compensation, see page 67.

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## Fiscal Year 2017 Business Performance

2017 was a year of continued transformation for the Company. During the first year as a combined company, we made significant progress bringing two market leading companies together as one. We integrated across geographies and our businesses are off to a strong start in streamlining our cost structure, which drove our 13% adjusted earnings per share growth for the year. With the organizational changes over the past year, we are well positioned to lead the evolution of building solutions and battery technologies. We believe the Company remains well-positioned strategically for long term success and to deliver healthy growth and profitability in 2018.

Driving a transformation of this magnitude required a tremendous amount of time and effort from our executive team as well as our teams around the globe. In addition to the significant progress on the integration, the management team remained focused on the Company's strategic initiatives and financial objectives for fiscal year 2017. This continued focus translated into solid overall financial and operating performance for fiscal year 2017, including the following significant highlights:

- Increased adjusted diluted EPS 13% from \$2.31 to \$2.60
- Expanded EBIT margin by 90 basis points
- Made significant progress on its commitment to deliver over \$1 billion in productivity and synergy savings by 2020 by achieving approximately \$300 million in savings in fiscal year 2017
- Repurchased approximately 15.7 million of our shares at a cost of \$651 million

In addition, during fiscal year 2017, we successfully executed on several actions to improve long-term shareholder value, including:

- Completed the separation of our automotive experience business and created a new, publicly-traded company called Adient plc (NYSE: ADNT) on October 31, 2016
- Completed the sale of our ADT business in South Africa for approximately \$129 million, net of cash divested
- Subsequent to year end, we completed the sale of our Scott Safety business to 3M in October 2017 for net proceeds of approximately \$1.9 billion
- Redeployed proceeds from the ADT South Africa and Scott Safety divestitures to pay down a substantial portion of Tyco International Holding Sarl's \$4.0 billion of merger related debt

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## 2017 Shareholder Feedback

Johnson Controls is committed to the interests of our shareholders and the delivery of shareholder value through sustainable growth strategies. We believe that, as part of this commitment, it is important to maintain ongoing dialogue with shareholders to solicit and respond to feedback about our executive compensation program. At our annual meeting of Johnson Controls shareholders in March 2017, 63% of the shareholder votes cast supported our executive compensation program in an advisory “say-on-pay” vote. We do not find this result to be satisfactory, and therefore, embarked on a shareholder outreach effort to solicit input and feedback on our executive compensation practices. In fiscal year 2017, the objectives of these discussions were to:

- Better understand shareholder views on executive compensation such that we could better align programs with shareholder objectives; and
- Be responsive to views that shareholders expressed in previous shareholder advisory votes on executive compensation.

Commenting on our compensation programs, these shareholders:

- Acknowledged that the Company underwent a tremendous amount of change;
- Stressed the importance of the linkage between pay and performance and the importance of using the correct incentive plan metrics and sufficiently rigorous goal setting; and
- Expressed concern over the impact of legacy change of control agreements.

The Committee believes it has taken several significant actions to address these issues as described above in “Important Compensation Committee Actions and Developments.” The Committee is committed to (i) continue to solicit shareholder feedback, and (ii) closely monitor developments in this area and make appropriate adjustments as market practice continues to evolve.

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## Key 2017 Compensation Decisions and Program Updates

### Base Pay Decisions

- Base salaries for Messrs. Oliver and Molinaroli were determined as part of the Merger agreement negotiations; therefore, neither received a fiscal year 2017 base salary increase in October 2016. In connection with his transition to Chairman and CEO and increase in responsibilities, Mr. Oliver received a fiscal year 2018 base salary increase of 20% effective October 1, 2017.
- Messrs. Stief, Jackson, Walicki and Williams received base salary increases of 2.9% at the beginning of fiscal year 2017, based on their individual performance and consistent with the annual increase budget for all US employees.

### 2017 Incentive Program Decisions

- As part of our process for establishing targets for both the Annual Incentive Performance Plan (AIPP) and the Long-Term Incentive Performance Plan (LTIPP) for fiscal year 2017, the Committee reviewed the following data:
  - Our strategic and financial plans;
  - The global macroeconomic environment for fiscal year 2017 compared to fiscal year 2016, including global Gross Domestic Product growth as well as growth estimates in those countries where Johnson Controls has significant business operations;

- Growth estimates for construction spending and battery demand on a regional basis;
  - Company-specific factors including capital expenditure levels, restructuring and other investment initiatives; and
  - Projected earnings growth estimates from S&P 500 companies.
- Based on its review of the above information, the Committee chose to set the earnings growth thresholds, targets and maximums for fiscal year 2017 primarily in line with analyst consensus earnings estimates for the S&P 500 Industrials. Further details regarding incentive targets for fiscal year 2017 grants for both the AIPP and LTIPP are provided in the “Elements of Executive Compensation Program” section of this CD&A.
  - **AIPP:** The AIPP for fiscal year 2017 encourages executive officers to focus on financial performance based on earnings before interest and taxes (EBIT), return on sales (ROS), and trade working capital (TWC) improvements. These measures focus our executive officers on the Company’s performance and each business unit’s profitability, margin expansion, liquidity efficiency and overall health. The Committee believes focusing on these measurements creates long-term shareholder value.
  - Fiscal year 2017 AIPP award payouts for NEOs were paid based on our EBIT growth, ROS and TWC results. Overall performance for these metrics resulted in the following payouts:

Business Unit	Actual Payout Multiplier (% of target bonus payable)
Corporate	108.1%
Products, Building Technologies and Solutions	59.0%
Power Solutions	107.5%

- In addition, fiscal year 2017 AIPP award payouts reflected NEO achievement of the strategic goals through the application of a +/-25% performance modifier. The Committee determined that each of the strategic initiative individual performance criteria were satisfied, and as a result, added the 25% modifier for all executives. See page 58 for details.
- **LTIPP:** For fiscal year 2017, the Committee reviewed LTIPP performance measures and decided to base target opportunities on pre-tax earnings growth and pre-tax return on invested capital (ROIC). These measures link directly to both our income statement and balance sheet and have a significant impact on long-term stock price and on meeting the investment community’s expectations. In order to more closely align executives’ long term interests with shareholders, the Committee introduced a LTIPP performance modifier based on total shareholder return (TSR).
- The Committee granted three forms of long-term incentive awards in fiscal year 2017:
  - Performance Share Units (PSUs) (50% weight): For the 2017–2019 performance cycle, NEOs received PSU target grants with values ranging from approximately \$1,316,000 to \$6,181,000. These awards are based 70% on pre-tax earnings growth and 30% on pre-tax ROIC over the performance period. Based on shareholder feedback, beginning with the 2017–2019 grant, awards will also be modified by -25% to +50% based on the Company’s TSR performance relative to S&P 500 Industrials. Overall performance for fiscal year 2017 portion of the award was 42.1% of weighted target performance, exclusive of the TSR multiplier.

- Restricted Share Units (RSUs) (25% weight): NEOs received RSU target grants with values ranging from approximately \$658,000 to \$2,861,500.
- Share Options (25% weight): NEOs received share option target grants with values ranging from approximately \$658,000 to \$2,861,500. See page 60 for details.

## **Other Key Decisions**

### ***Compensation Peer Group Modifications***

- Our fiscal year 2017 compensation peer group was approved by the Committee in September 2016 following the Merger. In March 2017, the Committee engaged Willis Towers Watson, our independent compensation consultant, to review the compensation peer group for continued appropriateness. The only change recommended and adopted as a result of this review was to remove Alcoa Inc. from the peer group as it split into two companies (Alcoa and Arconic), neither of which is closely aligned with our business.

### ***Jeffrey Williams RSU Award***

- In March 2017, Mr. Williams, who was previously Vice President Enterprise Operations & Engineering, accepted the officer position of Vice President & President, EMEA & Latin America—Building Technologies and Solutions. In connection with the significant increase in his responsibilities due to his new role, Mr. Williams' annual incentive target increased from 85% to 90%. In addition, to reflect to his increased annual target equity value he received an additional annual RSU grant with a target value of \$334,000 which will vest in March 2020. For more details regarding Mr. Williams' global assignment package, see page 69.

### ***Brian J. Stief Retention Award***

- On September 14, 2017, Johnson Controls and Mr. Stief, terminated his previously existing Change of Control Executive Employment Agreement dated as of July 28, 2010. To incentivize Mr. Stief to terminate the previously existing agreement and defer his plans for retirement, the Committee approved a comprehensive retention arrangement for Mr. Stief designed to retain his services through December 2020. The Board of Directors and the Committee believe retaining the services of Mr. Stief will provide crucial continuity of senior management and will also facilitate and support the successful execution of the Company's post-merger integration and succession planning activities. See page 62 for details.

## **Fiscal Year 2018 Program Updates**

### ***Incentive Plan Changes***

For fiscal year 2018, we are changing AIPP metrics to better align the plan with shareholder interests and indicators of our profitability, focus on cash generation and top-line growth. AIPP metrics will be Free Cash Flow Conversion, EBIT Growth and Revenue Growth. The Committee and management believe these metrics will enhance focus on the primary concerns expressed by our shareholders regarding our 2017 performance and will be aligned with management objectives. The Committee also established targets such that superior results will be required to achieve maximum payouts.

### ***Compensation Committee Independent Consultant***

In December 2017, the Committee engaged Farient Advisors LLC as its new independent compensation consultant to continue to closely monitor developments and trends in executive

compensation and provide recommendations for appropriate adjustments to the Company's compensation program.

### ***Car Allowance Program***

To better align to market, beginning in 2018, we are transitioning from a car lease program to a car allowance program. When fully implemented, our NEOs will participate in the car allowance program offered to our general executive management team. While all of our NEOs currently participate in the car lease program, as their respective leases expire, an NEO will receive an annual car allowance of \$15,000 upon their transition to the new car allowance program.

### ***Change In Control and Severance Policy***

Based on shareholder feedback and market data, the Committee made the following changes to our change in control and severance policy for fiscal year 2018:

- Upon a change in control, changed our severance multiple from 3 times base and bonus to, 3 times for the CEO and 2 times for all other officers
- Upon an involuntary separation from service, changed our severance multiple from 2 times base and bonus for all NEOs to 2 times base and bonus for the CEO and 1.5 times base and bonus for all other officers
- Redefined the bonus definition to be current annual bonus target
- Added an unlimited time for non-disparagement, trade secrets and confidential information
- Employee must affirmatively consent to be bound by all restrictive covenants as a condition of plan participation
- Amended the "Good Reason" definition to more closely align with market practice. The "Good Reason" definition now includes without the Participant's written consent, a material reduction to the Participant's base compensation or a material reduction to the Participant's target incentive opportunities as in effect immediately prior to the change in control. Final determination of a claim for "Good Reason" termination will be at the sole discretion of the Administrator.

The revised policy applies to Mr. Oliver, all new executive hires, promotions and, with respect to executive officers who are currently covered by an employment agreement and change in control agreement (e.g., Messrs. Jackson, Walicki and Williams), on the termination date specified in such agreement. Mr. Stief is not subject to the revised policy.

## Compensation Discussion & Analysis — Program Details

### Aligning Pay and Performance

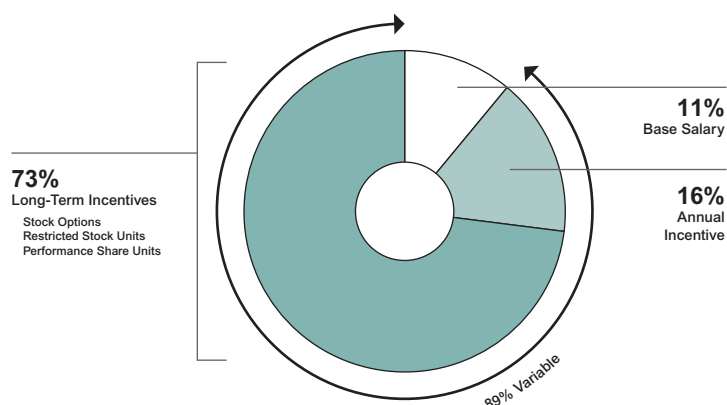
Pay-for-performance is one of the key principles that make up our executive compensation philosophy. To ensure we're upholding this principle, we use a balance of short- and long-term incentives as well as cash and non-cash compensation to meet our executive compensation program's objectives. Incentive compensation programs for executives are designed to link compensation performance with the full spectrum of business goals, some of which are annual, while others take several years or more to achieve:

	<u>Short-Term</u> (Cash)		<u>Long-Term</u> (Equity)	
	Annual Incentive	Performance Share Units	Restricted Share Units	Share Options
<b>Objective</b>	Short-term operational business priorities	Long-term strategic financial goals	Long-term shareholder value creation	
<b>Time Horizon</b>	1 Year	3 Years	3 Years	10 Years
<b>FY 2017 Measures</b>	<ul style="list-style-type: none"> <li>• 60% EBIT Growth</li> <li>• 20% ROS</li> <li>• 20% Trade Working Capital</li> <li>• Individual performance</li> </ul>	<ul style="list-style-type: none"> <li>• 70% Pre-Tax Earnings Growth</li> <li>• 30% Pre-Tax ROIC</li> <li>• Relative TSR vs. S&amp;P 500</li> </ul>	Share price	Share price

Consistent with our pay philosophy, 89% of Mr. Oliver's compensation pay mix at the end of fiscal year 2017 was comprised of incentive-based pay. On average 81% of the fiscal year 2017 pay mix for our other NEOs was comprised of incentive-based pay.

To the extent target performance measures are not achieved, or they are exceeded, our NEOs generally will earn compensation below or above the target total compensation, respectively, supporting our pay-for-performance objectives.

## CEO 2017 Compensation Mix



## Fiscal Year 2017 Share Ownership Guidelines

Our Share ownership guidelines require NEOs to hold significant amounts of Johnson Controls stock, which ties their compensation to Share performance as the increase or decrease in share price impacts their personal holdings. If an executive does not meet the minimum ownership guidelines within a five-year period, he or she cannot sell the shares until equity holdings meet the requirements. Until the share ownership guidelines are met, executives are required to retain after-tax shares resulting from an exercise of stock options and must retain shares resulting from the vesting of restricted stock or restricted stock units. Fiscal year 2017 guidelines for NEO share ownership were:

NEO	Required Minimum Ownership
George R. Oliver	6x base salary
All Other NEOs	3x base salary

All shares directly or indirectly owned by, and restricted share units granted to, executive officers count towards the requirement. Share options do not count. As of fiscal year end 2017, all executive officers had met or exceeded the applicable share ownership guideline, a strong reflection of our pay-for-performance culture and compensation philosophy.

Other key features of our Pay for Performance philosophy include:

- **Pay recoupment policy:** If the Compensation Committee determines that an executive engaged in conduct that caused, or partially caused, the need for a material restatement (other than a restatement due to changes in accounting policy), the Compensation Committee can require reimbursement from the executive. This “clawback” policy serves to increase transparency and discourage executives from engaging in behavior that could potentially harm the Company or its shareholders.
- **Insider trading, anti-pledging and hedging policy:** We prohibit short sales, pledging Company stock or hedging the economic risk related to such share ownership.



## Determining Compensation for 2017

The Committee evaluates many factors when designing and establishing executive compensation plans and targets. The following table outlines our key executive compensation practices:

What We Do	What We Don't Do
<ul style="list-style-type: none"> <li>✓ Pay for performance</li> <li>✓ Target pay based on market-competitive norms</li> <li>✓ Deliver total direct compensation primarily through variable pay</li> <li>✓ Align short- and long-term incentive award goals with shareholders interests</li> <li>✓ Provide strong oversight that ensures adherence to incentive grant regulations and limits</li> <li>✓ Maintain robust share ownership requirements</li> <li>✓ Adhere to an incentive compensation recoupment policy ("clawback" policy)</li> <li>✓ Maintain insider trading, anti-hedging and anti-pledging policies</li> <li>✓ Consult with an independent advisor on pay</li> </ul>	<ul style="list-style-type: none"> <li>✗ Provide tax gross-ups, except in limited circumstances</li> <li>✗ Provide single trigger change in control arrangements</li> <li>✗ Re-price share options</li> <li>✗ Provide excessive perquisites</li> <li>✗ Reward executives without a link to performance</li> </ul>

In addition to the key executive compensation practices and the program's objectives, the Committee also considers, in a subjective manner, the following factors:

- The executive officer's experience, knowledge, skills, record of performance level of responsibility and potential to influence our performance and future success;
- The executive officer's prior salary levels, annual incentive award and long-term incentive awards;
- The business environment and our business objectives and strategy;
- The need to retain and motivate our executive officers;
- Corporate governance and regulatory factors related to executive compensation;
- Marketplace compensation levels and practices; and
- Shareholder perspectives.

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## Benchmarking Our Program Against Peers

To gauge marketplace compensation levels and practice, in 2017 we worked with Willis Towers Watson, our independent compensation consultant, to benchmark against both general industry data (excluding financial service companies) adjusted for the approximate size and complexity of the Company, as well as the following compensation peer group companies:

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### Compensation Peer Group for 2017

- |                     |                                 |                                   |
|---------------------|---------------------------------|-----------------------------------|
| – 3M Company        | – DowDuPont Inc.                | – Lockheed Martin Corporation     |
| – Alcoa Inc.        | – Emerson Electric Co.          | – Northrop Grumman Corporation    |
| – Caterpillar Inc.  | – General Dynamics              | – Raytheon Company                |
| – Danaher Corp.     | – Honeywell International, Inc. | – United Technologies Corporation |
| – Deere & Company   | – International Paper Company   | – Whirlpool Corporation           |
| – Eaton Corporation |                                 |                                   |
- 

The above compensation peer group was approved by the Committee in September 2016 following the Merger. In March 2017, the Compensation Committee engaged Willis Towers Watson, to review the compensation peer group for continued appropriateness. As a result of this review, Alcoa Inc. was removed from the group as it split into two companies (Alcoa and Arconic), neither of which is closely aligned with our business.

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## **ROLE OF THE COMPENSATION COMMITTEE**

The Committee is comprised of non-employee independent directors who develop, amend and approve our executive compensation program. Each year, the Committee determines and approves the appropriate level of compensation for all executive officers other than the CEO. With respect to the CEO, the Committee recommends the appropriate level of compensation for approval by the independent directors of the Board. As an initial guideline, the Committee sets the total direct compensation opportunity (base salary, annual incentive target, and long-term incentive target) for each of our executive officers within a range (+/-20%) around the 50th percentile of the Compensation Peer Group or, where data from the peer group are not available, general industry survey data. The variation of actual pay relative to the market data is dependent on the executive officer's performance, experience, knowledge, skills, level of responsibility, potential to impact our performance and future success, and the need to retain and motivate strategic talent.

The Committee generally determines an executive officer's compensation based upon a desire to link compensation to the objectives of our executive compensation programs. In addition, when determining the overall compensation of our NEOs, including base salaries and annual and long-term incentive amounts, the Committee considers, in a subjective manner, a number of factors it deems important, as outlined on the previous page.

The Committee makes the compensation decisions for the executive officers other than the CEO after careful review and analysis of appropriate performance information and market compensation data. While the Chairman and CEO makes recommendations to the Committee regarding the compensation of the other NEOs, the Committee, alone, recommends for approval by the independent directors of the Board, the compensation for the Chairman and CEO.

Beyond determining specific compensation for NEOs, the Committee works with executive management to review and adjust compensation policies and practices to remain consistent with the Company's values and philosophy, support the recruitment and retention of executive talent, and help the Company achieve its business objectives.

### **Our Approach to Rewarding Performance**

#### *Annual Incentive*

- Reward achievement of short-term individual and corporate performance goals

#### *Restricted Share Units and Share Options*

- Reward long-term financial results that drive value creation
- Reinforce ownership in the Company
- Support retention of executives

#### *Performance Share Units*

- Link compensation to building long-term shareholder value
- Reinforce ownership in the Company
- Support retention of executives
- Align executives' long-term financial interests with those of our shareholders by modifying awards +50%/-25% based on the Company's stock price performance relative to S&P 500 Industrials

## **ROLE OF THE CEO**

The CEO provides recommendations to the Committee on the total direct compensation for each executive officer other than himself. The CEO does not make recommendations with respect to his own compensation.

The CEO's recommendations for the other executive officers are based on his personal review of their performance, job responsibilities, importance to our overall business strategy, and our compensation philosophy. Although the CEO's recommendations are given significant weight, the Committee retains full discretion when determining compensation, subject to final approval by the independent members of the Board of Directors.

### **Compensation Risk Review**

In establishing and reviewing the Company's compensation programs, the Compensation Committee considers whether the programs encourage unnecessary or excessive risk taking and has determined that they do not.

## **ROLE OF THE INDEPENDENT COMPENSATION CONSULTANT**

The Committee retains the authority to approve and monitor all compensation and benefit programs (other than broad-based welfare benefit programs). However, to add rigor in the review process and to inform the Committee of market trends, the Committee engaged the services of Willis Towers Watson, an independent compensation consultant, to analyze our executive compensation structure and plan designs, and to assess whether the compensation program is competitive and supports the Committee's goal to align executive officer interests with those of our shareholders. Willis Towers Watson also directly provided the Committee with the compensation peer group and other market data discussed previously, which the Committee references when determining compensation for executive officers.

The Compensation Committee has the sole authority to approve the independent compensation consultant's fees and terms of the engagement. Thus, the Compensation Committee annually reviews its relationship with Willis Towers Watson to ensure executive compensation consulting independence. The process includes a review of the services Willis Towers Watson provides, the quality of those services, and fees associated with the services during the fiscal year as well as consideration of the factors impacting independence that New York Stock Exchange rules require. In addition to providing executive compensation consulting, other one-time professional services provided by Willis Towers Watson totaling \$335,000 included \$251,000 related to HR technology work for Tyco International of which Willis Towers Watson was the existing vendor (these services will not continue after fiscal year 2017), and \$84,000 related to miscellaneous international projects.

The Compensation Committee has considered and assessed all relevant factors that could give rise to a potential conflict of interest with respect to the work performed by Willis Towers Watson. Based on this review, the Compensation Committee has determined that Willis Towers Watson is independent of the Company and its management, and did not identify any conflict of interest.

In December 2017, the Committee engaged Farient Advisors as its new independent compensation consultant to continue to closely monitor developments and trends in executive compensation and to provide recommendations for appropriate adjustments to the Company's compensation program, policies, and practices in line with the Company's business and talent strategies and investor expectations.

## Elements of the 2017 Executive Compensation Program

Our executive compensation programs are designed to align the interests of executives and shareholders and to encourage the personal and collective growth of executives through improved Company performance. The following chart highlights the key elements of the total rewards program:

Element	Purpose	Type of Compensation	Primary Influence Factors
<b>Base Salary</b>	Provides a fixed level of cash compensation that recognizes an individual's role, skill, performance, contribution, leadership and potential	Cash	<ul style="list-style-type: none"> <li>■ Role</li> <li>■ Skill</li> <li>■ Sustained performance</li> </ul>
<b>Annual Incentive</b>	<p>Provides a cash-based incentive opportunity tied to the execution of the operating plan and other strategic goals which support the long-term sustainability of the Company.</p> <p>Annual incentive award opportunities range from 0% - 200% of target based on the extent to which pre-established objectives are met as well as individual contributions and behaviors.</p>	Cash	<ul style="list-style-type: none"> <li>■ Earnings before interest and taxes (EBIT) growth</li> <li>■ Return on sales (ROS)</li> <li>■ Trade working capital (TWC)</li> <li>■ Individual performance (+/- 25%)</li> </ul>
<b>Long-Term Incentive</b> <ul style="list-style-type: none"> <li>■ Performance Share Units (PSUs)</li> <li>■ Share Options</li> <li>■ Restricted Share Units</li> </ul>	<p>Intended to attract, retain and motivate talent, and to align the interests of executives with the interests of shareholders by linking a significant portion of executives' total pay opportunities to share price performance.</p> <p>Provides long-term accountability for executives, and offers opportunities for capital accumulation.</p>	Long-Term Equity	<ul style="list-style-type: none"> <li>■ Share price performance</li> <li>■ Pre-Tax earnings growth</li> <li>■ Pre-Tax return on invested capital (ROIC)</li> <li>■ Relative total shareholder return (TSR) (+50/-25%)</li> </ul>
<b>Health and Welfare and Retirement Benefits</b>	Provides for opportunities to contribute toward retirement savings and promote health and wellness.	Benefit	<ul style="list-style-type: none"> <li>■ Broadly applicable to all executives</li> </ul>
<b>Termination and Transition Benefits</b>	Essential for attracting and retaining talent and helping to ensure the orderly exit and transition of executives.	Benefit	<ul style="list-style-type: none"> <li>■ Governed by plan documents approved by the Board and/or the Committee</li> <li>■ No new individual agreements for executive officers</li> </ul>
<b>Other Benefits and Perquisites</b>	Help NEOs be more productive and efficient, and they provide protection from business risks and threats.	Benefit	<ul style="list-style-type: none"> <li>■ Perquisites limited in amount</li> <li>■ Committee maintains strict policy regarding eligibility and use</li> </ul>

## Analysis of 2017 Compensation

### Base Salary

Base pay recognizes each NEO's role, skill, performance, contribution, leadership and potential. It is the only portion of executive total direct compensation that is not "at risk," and helps us attract and retain individuals who have the leadership and management skills to drive the further growth and success of our business.

When establishing base pay for NEOs, the Compensation Committee considers an initial guideline the 50th percentile of the general industry data for comparable roles.

#### *Fiscal Year 2017 Base Salary Decisions*

Base salaries for Messrs. Oliver and Molinaroli were determined as part of the Merger agreement negotiations; therefore, neither received base salary increase in October 2016. In connection with his transition to Chairman and CEO, Mr. Oliver received a fiscal year 2018 base salary increase of 20% effective October 1, 2017.

Messrs. Stief, Jackson, Walicki and Williams received base salary increases of 2.9% at the beginning of fiscal year 2017, consistent with the annual increase budget for all US employees.

Fiscal year 2017 salaries in the following table were effective October 1, 2016 – September 30, 2017.

NEO	FY 2016 Base Salary (effective 9/30/16)	FY 2017 Base Salary (effective 10/1/16)	Percent Change
George R. Oliver	\$1,250,000	\$1,250,000	0%
Brian J. Stief	\$721,000	\$742,000	2.9%
William C. Jackson	\$824,000	\$848,000	2.9%
Joseph Walicki	\$702,000	\$722,000	2.9%
Jeffrey Williams	\$721,000	\$742,000	2.9%
Alex A. Molinaroli	\$1,622,000	\$1,622,000	0%

## Annual Incentive Performance Plan (AIPP)

Our AIPP rewards executives for their execution of our operating plan and other strategic initiatives, as well as for financial performance that benefits business and drives long-term shareholder value creation. It places a significant portion of total cash compensation at risk, thereby aligning executive rewards with financial results. It also offers an opportunity for meaningful pay differentiation tied to the performance of individuals and groups.

With respect to our NEOs, our AIPP is an umbrella plan intended to satisfy the performance-based requirements of Section 162(m) of the Internal Revenue Code. The Committee determined that AIPP would be funded at maximum if a threshold Corporate net income is achieved. The Committee will apply negative discretion to reduce the funded award to the desired AIPP payment based on actual achievement.

### Rewarding Performance that Drives Business Success

The annual performance incentive encourages executive officers to focus on financial performance for the fiscal year by basing the award on the following metrics:

- EBIT Growth (60% weighting)
- ROS (20% Weighting)
- TWC (20% weighting)
- +/- 25% strategic modifier

For fiscal year 2017, AIPP financial measures were earnings before interest and taxes (EBIT) growth, return on sales (ROS), and trade working capital (TWC) as a percentage of sales. These measures focus our executive officers on the Company's performance and the business's profitability, operating strength and efficiency.

Performance Measure Definitions		
Year-over-Year Segment EBIT	Return on Sales (ROS)	Trade Working Capital (TWC) as % of Sales
We define Segment EBIT as net income attributable to each business unit (Corporate is the aggregate of the two business units and Corporate), adjusted for income tax expense, financing costs, non-controlling interests and certain significant special items, such as transaction/ integration/ separation costs, impairment charges, acquisitions / divestitures, restructuring costs and the adoption of new accounting pronouncements, all as reflected in our audited financial statements that appear in our Annual Report on Form 10-K.	We define ROS as an internal financial measure that relates Segment EBIT to the sales of the business unit. Corporate is the aggregate of the two business units and Corporate.	We define TWC as % Sales as an internal financial measure that relates average TWC to the sales of the business unit. TWC is an internal financial measure of the sum of Accounts Receivable and Inventory less Accounts Payable. Corporate is the aggregate of the two business units and Corporate.

Each executive's award payout was also impacted by their individual contributions to our strategic initiatives. Strategic initiatives are determined by management in consultation with the Compensation Committee and the Board. They are more long-term in nature and represent key areas of focus that are expected to have a positive impact on Company performance if executed well over time.



Strategic Initiative +/-25%
<ul style="list-style-type: none"> <li>■ Achievement of Value Capture and Cost Synergy Targets</li> <li>■ Achievement of Cross Selling Targets (Orders Secured)</li> <li>■ Achievement of Culture Program Deployment</li> </ul>

The Committee recommends to the independent directors the individual performance modifier for the CEO based on performance against the above strategic initiatives. The CEO recommends to the Committee the individual performance modifier for the NEOs based on performance against the above strategic initiatives.

For Messrs. Oliver and Stief, 100% of the financial portion of the AIPP earned is based on performance relative to corporate results. For Messrs. Jackson, Walicki and Williams, 50% of the financial portion of the AIPP earned is based on performance relative to their respective business unit's results and 50% relative to corporate results. Actual payout can range from zero to two times the target payout percentage for the financial portion, depending on the achievement of goals, with the potential payments increasing as performance improves (though not above two times the target payout percentage).

#### *Fiscal Year 2017 AIPP Performance*

The Compensation Committee set the EBIT growth thresholds, targets and maximums for fiscal year 2017 using analyst consensus earnings estimates for the S&P 500 Industrials. The Committee set the thresholds, targets and maximums for ROS and TWC relative to the Company's financial strategic plans to ensure it provided competitive incentive compensation based on market competitive performance while continuing to focus on strategic deliverables. The total strategic discretion for fiscal year 2017 was achieved at +25% as the Committee determined that each of the strategic initiative performance criteria were satisfied.

FY 2017 Goals					FY 2017 Performance Actual	FY 2017 Actual Awards (Non-Discretionary Portion)
Performance Measures	Threshold	Target	Maximum			
Corporate						
EBIT Growth (60%)	3.5%	7.0%	12.5%	9.0%	108.1%	
ROS (20%)	11.1%	11.7%	12.3%	11.9%		
TWC (20%)	12.5%	12.0%	11.5%	14.8%		
Products, Building Technologies and Solutions						
EBIT Growth (60%)	2.0%	5.5%	8.0%	3.3%	59.0%	
ROS (20%)	10.8%	11.4%	12.0%	11.3%		
TWC (20%)	11.8%	11.3%	10.8%	13.6%		
Power Solutions						
EBIT Growth (60%)	2.0%	5.0%	8.0%	6.0%	107.5%	
ROS (20%)	18.9%	19.9%	20.9%	20.3%		
TWC (20%)	18.9%	18.1%	17.3%	22.5%		

The table below summarizes the target award potential and actual payout amounts for Messrs. Oliver, Stief, Jackson, Walicki and Williams for fiscal year 2017 after applying the 25% individual performance modifier described above.

NEO	Award Target (as a % of Base Salary)	Award Target (\$)	FY 2017 Actual Payout Amount (\$)
George R. Oliver	145%	\$1,812,500	\$2,449,142
Brian J. Stief	110%	\$816,200	\$1,102,892
William C. Jackson	90%	\$763,200	\$797,069
Joseph Walicki	90%	\$649,800	\$875,607
Jeffrey Williams <sup>(1)</sup>	90%	\$652,342	\$761,935
Alex A. Molinaroli <sup>(2)</sup>	160%	\$2,595,200	\$0

(1) Mr. Williams fiscal year 2017 AIPP award was prorated 5/12 based on 100% of corporate performance with a 85% award target for his time as Vice President Enterprise Operations & Engineering and was prorated 7/12 on 50% Corporate and 50% Building Technology and Solutions with a 90% award target for his current role as Vice President and President, Building Solutions EMEA & LA.

(2) Mr. Molinaroli's fiscal year 2017 AIPP award was cancelled based on the discretion of the committee per the terms of his Employment Agreement.

### Long-Term Incentive Performance Plan (LTIPP)

Another key element in the compensation of our executive team is long-term equity incentive awards, which tie a significant portion of compensation to the Company's performance over time. The design and structure of the long-term incentive performance plan (LTIPP) is reviewed annually to ensure that it remains appropriate for the size and scope of Johnson Controls.

In 2017, three different types of long-term incentives were granted to our NEOs:

- Performance share units ("PSUs") (weighted 50% of the overall LTIPP target value), which vest at the end of three year-performance period and pay out only if specific performance metrics are met;
- Share options (weighted 25% of the overall LTIPP target value), which are intended to provide value to the holder only if shareholders receive additional value after the date of grant; and
- Restricted share units ("RSUs) (weighted 25% of the overall LTIPP target value), which vest in equal installments over three years and have a value that changes based on changes in the Company's share price.

In total, we believe these grants provide a balanced focus on shareholder value creation and retention of key executives over the course of the vesting period. They are also reflective of market practice within our compensation peer group.

FY 2017 LTIPP Grant				
	Value of Share Options	Value of RSUs	Value of PSUs	Total Target Value of Award
George R. Oliver	\$2,062,500	\$2,062,500	\$4,125,000	\$8,250,000
Brian J. Stief	\$670,750	\$670,750	\$1,341,500	\$2,683,000
William C. Jackson	\$689,750	\$689,750	\$1,379,500	\$2,759,000
Joseph Walicki	\$658,000	\$658,000	\$1,316,000	\$2,632,000
Jeffrey Williams	\$416,500	\$750,500	\$833,000	\$2,000,000
Alex A. Molinaroli <sup>1</sup>	\$2,861,500	\$2,861,500	\$6,181,000	\$11,904,000

<sup>1</sup> Mr. Molinaroli's fiscal year 2017 share options and RSUs were forfeited as a result of his termination. He will receive a prorated portion of his PSUs at the end of the performance cycle based on our performance and the number of full months worked during the performance period.

#### *Performance Share Units (PSUs)*

Performance share units (PSUs) help to ensure our executives' pay is directly linked to the achievement of strong, sustained long-term operating performance.

For fiscal year 2017, PSUs were tied to NEO performance over a three-year performance cycle with target opportunities based on pre-tax earnings growth and pre-tax return on invested capital (ROIC), as well as a relative total shareholder return (TSR) modifier. These measures link directly to both our income statement and balance sheet and have a significant impact on long-term stock price and on meeting the investment community's expectations

#### **TSR Modifier**

We adopted a Total Shareholder Return Modifier as part of our LTIPP design to better correlate NEO award payouts with our overall stock price and shareholder value.

Performance Measure Definitions	
Return on Invested Capital (ROIC)	Year-over-Year Pre-Tax Earnings
We define ROIC as income before income taxes adjusted for certain significant special items, such as transaction/ integration/ separation costs, gain or loss on divestitures, impairment charges, restructuring costs, and the adoption of new accounting pronouncements, divided by pre-tax invested capital. Pre-tax invested capital is defined as the monthly weighted average sum of shareholders equity plus total debt, less cash and income tax accounts, adjusted for acquisitions/ divestitures and other special items.	We define pre-tax earnings as income before income taxes, adjusted for certain significant special items, such as transaction/ integration/ separation costs, gain or loss on divestitures, impairment charges, restructuring costs, and the adoption of new accounting pronouncements, all as reflected in our audited financial statements that appear in our Annual Report on Form 10-K.

Our Compensation Committee set the earnings growth and ROIC thresholds, targets and maximums for the fiscal years 2017-2019 LTIPP performance period based on both Johnson Controls' long-term strategic plan, as well as consideration of long-term performance expectations for the S&P 500 Industrials. This approach ensures that we provide competitive incentive compensation based on market competitive performance while continuing to focus on our strategic long-term deliverables.

Measure	FY 2017 LTIPP Grant (2017 – 2019)				
	Weighting	Weighting	Threshold	Target	Maximum
Pre-Tax Earnings Growth	70%	FY 2017	3.5%	7.0%	12.5%
Pre-Tax ROIC	30%	FY 2017	Level	+50 bps	+100 bps

Relative TSR Percentile of S&P 500	Modifier
<25 <sup>th</sup> Percentile	-25%
25 <sup>th</sup> – 75 <sup>th</sup> Percentile	0%
75 <sup>th</sup> – 90 <sup>th</sup> Percentile	+25%
>90 <sup>th</sup> Percentile	+50%

With respect to fiscal year 2017 Pre-Tax Earnings Growth was 9.3% and Pre-Tax ROIC was +40 bps, which resulted in aggregate performance for fiscal year 2017 of 42.1% of weighted target performance, exclusive of the TSR multiplier.

#### *Share Options and Restricted Share Units (RSUs)*

Awarding share options and RSUs our executive compensation philosophy and the principles of pay for performance. By awarding share options and RSUs, we link long-term incentives directly to our share price. If our share price decreases, so does the value of the executive officer's compensation. Share options and RSUs also help us maintain competitive compensation levels in the market and retain high-performing employees through multi-year vesting requirements.

We valued fiscal year 2017 share options using a Black-Scholes valuation. Their exercise price is equal to the closing price of our common share on the date of the grant. Fifty percent of each share option award vests two years after the date of grant, and the other fifty percent vests three years after the date of grant. Share option vesting is subject to continued employment, with earlier vesting upon retirement, and share options have a ten-year exercise term. The Committee does not permit or engage in "backdating," repricing or cash buyout of share options.

We value RSUs based on the closing price of our share at the date of grant. RSUs generally vest in equal installments over three years. If an executive officer holds unvested RSUs at retirement, that share continues to vest following retirement.

With respect to share options and RSUs granted to Messrs. Molinaroli, Oliver and Stief in fiscal 2017 (other than Mr. Stief's retention RSUs granted on September 14, 2017), (i) so long as such awards have been outstanding for more than one year, (ii) the executive could not have been terminated for cause, and (iii) the executive is retirement eligible (each of Messrs. Molinaroli, Oliver and Stief are retirement eligible), then upon their respective terminations:

- RSUs will continue to vest according to their original vesting schedule; and
- Share options shall be exercisable in full without regard to any vesting requirements, and shall remain exercisable until the award's expiration date.

As a result of these provisions, the share options and RSUs granted to Mr. Molinaroli on October 7, 2016 were forfeited in connection with his separation from the Company on September 1, 2017.

### *RSU Award for Jeffrey Williams*

In March 2017, Mr. Williams, who was previously VP Enterprise Operations & Engineering, accepted the officer position of Vice President & President, EMEA & Latin America – Building Technologies and Solutions. In connection with the significant increase in his responsibilities due to his new role, Mr. Williams' annual incentive target increased from 85% to 90% and he received a one-time RSU grant with a target value of \$334,000 which will vest in March 2020. See page 69 for more details regarding Mr. Williams' global assignment package.

### *Retention Award for Brian J. Stief*

Under the terms of his previously existing employment agreement and change of control signed prior to the Merger, Mr. Stief was eligible to trigger a "Good Reason" termination (due to changes in reporting relationships and responsibilities) any time prior to September 2019 and receive a cash severance payment of approximately \$12 million (plus other benefits).

In consideration for Mr. Stief's agreement to terminate his previously existing change of control agreement, and to incentivize Mr. Stief to remain Executive Vice President and Chief Financial Officer through December 2020, on September 14, 2017, the Committee approved the following retention awards to Mr. Stief under the Johnson Controls International plc 2012 Share and Incentive Plan (the "Plan"):

- 299,251 RSUs, representing a target value of \$12 million, which vest on or about December 7, 2020 (the "Vesting Date"). In the event of Mr. Stief's death, disability, retirement or involuntary termination prior to the Vesting Date, such retention RSUs would immediately vest in full. However, in the event Mr. Stief remains continuously employed through the Vesting Date, the RSUs will be converted into PSUs if the performance goals established for the award are met at or above target, and they will be paid out in shares based on the level of attainment of such performance goals. These PSUs are subject to the same performance goals as the PSUs granted to all eligible employees in December 2017 under the Company's LTIPP. If the award is converted into PSUs, then, consistent with the 2018 LTIPP awards, the PSUs may payout up to 200% of the original award in the event the performance goals are satisfied at the maximum level;
- 99,750 PSUs, representing a target value of \$4 million, which vest on or about December 7, 2020 at the end of a three-year performance period. The retention PSUs will be subject to the same performance criteria as the 2018 LTIPP awards. In the event Mr. Stief retires, or the Company terminates his employment other than for Cause, prior to end of the three-year performance period, he would be entitled to a pro-rated portion of the PSUs at the end of the performance period to the extent the performance criteria are met. In the event of Mr. Stief's termination due to death or disability, he would be entitled to receive all of the PSUs at the end of the performance period, but only to the extent the performance criteria are met; and
- 99,750 RSUs, representing a target value of \$4 million, which vest on the third anniversary of the date of grant provided that Mr. Stief remains employed with the Company through the date of vesting. In the event of Mr. Stief's termination due to death or disability, the RSUs would vest in full. In the event the Company terminates Mr. Stief's employment other than for Cause, a pro rata portion of such RSUs will vest. Such RSUs would not vest in the event of Mr. Stief's retirement prior to the third anniversary of the grant date.

All shares earned under any of the above retention awards will be credited to Mr. Stief's account under the Company's Deferred Compensation Plan.

In addition, the Committee approved a separate agreement with Mr. Stief, which provides that to the extent the value of the retention RSUs/PSUs (without regard to any dividend equivalent units credited thereon) at the time of vesting is less than \$12 million, the Company would pay Mr. Stief a cash payment representing the difference between \$12 million and the value of the retention RSUs/PSUs (without regard to dividend equivalents) at the time of vesting. This agreement also includes an acknowledgement of the termination of Mr. Stief's previously existing change of control agreement. In addition, Mr. Stief is not subject to the Company's revised change of control and severance policy.

## **Other Benefits and Policies**

### **Retirement Benefits**

The following is a summary of the retirement benefits that we provided to our employees, including our NEOs, during 2017.

#### *401(k) Plan*

All U.S. employees are eligible for the 401(k) plan, including our NEOs. Participants can contribute up to 25% of their compensation on a pre-tax basis; however, executive officers can contribute only up to 6% of their compensation. Based on company performance, we match 75% to 100% of each dollar an employee contributes, up to 6% of the employee's eligible compensation. In addition, the company makes a varied annual retirement contribution for eligible employees. This group of employees includes all NEOs. The contribution for this group of employees is between 1% and 7% of the participant's eligible compensation and is based on the participant's age and service. Both the matching contribution and the annual retirement contribution are subject to vesting requirements.

Prior to the Merger, legacy Johnson Controls also maintained a pension plan, which covered all U.S. salaried employees hired before January 1, 2006. This plan was frozen on December 31, 2014, and employees no longer accrue future pension benefits under this plan.

#### *Retirement Restoration Plan*

The Internal Revenue Code limits the benefits we can provide to employees under the 401(k) plan, including the annual retirement contribution. Thus, we sponsor the Retirement Restoration Plan, which allows all employees who are affected by these Internal Revenue Code limits to obtain the full intended benefit from the 401(k) plans without regard to such limits. All employees whose benefits under the 401(k) plan, as applicable, are affected by the Internal Revenue Code limits, including NEOs, are eligible for the Retirement Restoration Plan.

#### *Executive Deferred Compensation Plan*

The Executive Deferred Compensation Plan assists all senior leaders, including NEOs, with personal financial planning by allowing participants to defer compensation and associated taxes until retirement or termination of employment. It also assists senior leaders in the management of their executive share ownership requirements. Investment options in the Executive Deferred Compensation Plan mirror investment options available in our 401(k) Plan.

## *Change to Plans for 2018*

We conducted a review of our retirement benefits for all employees, including our executives, with the goal of providing benefits under a single set of plans for both legacy Johnson Controls, Inc. and legacy Tyco employees. Accordingly, effective January 1, 2018, we made the following changes:

- *401(k).* We amended our 401(k) plan to expand eligibility to legacy Tyco employees. We changed our company matching contributions for most participants, including our NEOs, to match 100% of each dollar an employee contributes up to 4% of the employee's eligible pay, and 50% of each additional dollar up to a total of 6% of the employee's eligible pay. We also changed our annual retirement contribution for eligible employees, including our NEOs, to limit contributions to between 1% and 5% of the participant's eligible compensation. Both the matching contribution and annual retirement contribution continue to be subject to vesting requirements. There were no changes to the amount that participants can contribute under the plan.
- *Retirement Restoration Plan.* We amended our Retirement Restoration Plan to eliminate 401(k) spillover deferrals and employer matching contributions for all participants other than those participants who were officers of the Company immediately following the Merger, and certain other high-level employees who participated in the Retirement Restoration Plan prior to the Merger. As such, after January 1, 2018, all other participants in the Retirement Restoration plan will only be eligible to receive additional annual retirement contributions to the extent the participant's annual retirement contributions under the 401(k) plan were limited by the Internal Revenue Code limits.
- *Deferred Compensation Plan.* We froze the Executive Deferred Compensation Plan and adopted a new Senior Executive Deferred Compensation Plan. The new Senior Executive Deferred Compensation Plan allows participants, including our NEOs, to defer base salary and annual bonus compensation and the associated taxes until retirement or termination of employment to assist such participants with personal financial planning. In addition, certain officers who previously participated in the prior Executive Deferred Compensation Plan and elected to defer their RSU and PSU awards may continue to defer such awards under the new Senior Executive Deferred Compensation Plan. The investment options under the new Senior Deferred Compensation Plan continue to mirror investment options in our 401(k) Plan.

## Perquisites

We provide perquisites to help executive officers be more productive and efficient, and to provide protection from potential business risks. These perquisites are limited in amount and we maintain a strict policy regarding eligibility and use of these benefits. The Compensation Committee grants each executive officer a perquisite allowance of 5% of base salary annually. Perquisite funds not used in any given year may be carried over, but they may not be taken as cash or used for any purpose other than those listed below; upon termination, any unused funds are forfeited. Allowable perquisites include:

- Private club dues,
- Financial and tax planning, and
- Personal use of corporate aircraft capped at the amount available under the perquisite allowance for the CEO, and \$10,000 per year for the other NEOs, with such amounts calculated pursuant to the Standard Industry Fare level, or SIFL rate.



## Pay Recoupment Policy

Our pay recoupment policy provides that, in addition to any other remedies available to it and subject to applicable law, if the Board or any Committee of the Board determines that any annual or other incentive payment, equity award or other compensation received by an executive officer resulted from any financial result or operating metric that was impacted by the executive officer's fraudulent or illegal conduct, the Board or a Board Committee could recover from the executive officer that compensation it considered appropriate under the circumstances. The Board has the sole discretion to make any and all determinations under this policy.

## Insider Trading, Anti-Hedging and Anti-Pledging Policy

We maintain an insider trading policy, applicable to all employees and directors. The policy provides that employees may not buy, sell or engage in other transactions in the Company's stock while aware of material non-public information; buy or sell securities of other companies while aware of material non-public information about those companies that they became aware of as a result of business dealings between the Company and those companies; disclose material non-public information to any unauthorized persons outside of the Company; or engage short sales or hedging transactions through puts, calls, or any other derivative securities involving the Company's securities. The policy also restricts trading for a limited group of Company employees (including executives and directors) to defined window periods that follow our quarterly earnings releases. In addition, the Company's directors and executive officers are prohibited from pledging any Company securities held by them or their families as security for a loan, including by holding such securities in a margin account.

## Executive Severance and Change in Control Policy

In an effort to bring our severance and change in control practices more in line with market practice, the Committee has implemented an Executive Severance and Change in Control Policy. As of the end of fiscal year 2017, the policy applied to all new executive hires, promotions and, with respect to executive officers who are currently covered by a pre-existing employment agreement and change in control agreement (e.g., Messrs. Oliver, Jackson, Walicki and Williams), on the termination date specified in such agreement.

The Change in Control and Severance Policy has been updated since the end of the fiscal year. As updated, the policy applies to Mr. Oliver as a result of his voluntary termination of his Executive Employment Agreement. Details on the updated policy, approved by the Committee and effective as of December 7, 2017, are shown in bold below.

	Change in Control Termination	Severance
Triggering Events	<ul style="list-style-type: none"><li>■ Involuntary termination other than for Cause, permanent disability or death within the period beginning 60 days prior to and ending 2 years following a change in control</li><li>■ Good Reason Resignation within the same time period</li></ul>	<ul style="list-style-type: none"><li>■ Involuntary termination other than for Cause, permanent disability or death</li><li>■ Good Reason Resignation</li></ul>

	Change in Control Termination	Severance
Basis for Cash Severance	Base salary + the greater of the average of the annual bonuses for the three years preceding the change of control or the annual bonus for the most recently completed year  <b>Effective December 7, 2017: Base salary + target annual bonus</b>	Base salary + target annual bonus
Severance Multiple	3x  <b>Effective December 7, 2017: 3x CEO / 2x All Other NEOs)</b>	1.5x  <b>Effective December 7, 2017: 2x CEO / 1.5x All Other NEOs</b>
Release of Claims	Required	Required
Benefits Continuation	-Aligned with protection period  <b>Effective December 7, 2017: Aligned with severance multiple</b>	2 years  <b>Effective December 7, 2017: Aligned with severance multiple</b>
Equity Acceleration	<ul style="list-style-type: none"> <li>■ Compensation Committee to provide either for adjustment/assumption of award for a cash settlement</li> <li>■ Vest in full upon a subsequent termination without cause or with good reason within two years after the transaction (PSUs based on the higher of actual performance or target)</li> </ul>	<ul style="list-style-type: none"> <li>■ <b>Effective December 7, 2017: Pro-rated equity acceleration based on number of days worked during vesting period</b></li> </ul>
Excise Tax Gross-up Payment	None	None

	Change in Control Termination	Severance
Restrictive Covenants	<ul style="list-style-type: none"> <li>■ Perpetual confidentiality covenant</li> <li>■ One-year post-termination noncompetition covenant</li> <li>■ Two-year post-termination non-solicitation covenant (employees, customers)</li> <li>■ <b>Effective December 7, 2017: Unlimited time for non-disparagement, trade secrets and confidential information; 1.5 year post-termination noncompetitive covenant; 2 year post-termination non-solicitation covenant; employee must affirmatively consent to be bound by these covenants as a condition of plan participation</b></li> </ul>	<ul style="list-style-type: none"> <li>■ Perpetual confidentiality covenant</li> <li>■ One-year post-termination noncompetition covenant</li> <li>■ Two-year post-termination non-solicitation covenant (employees, customers)</li> <li>■ <b>Effective December 7, 2017: Unlimited time for non-disparagement, trade secrets and confidential information; 1.5 year post-termination noncompetitive covenant; 2 year post-termination non-solicitation covenant; employee must affirmatively consent to be bound by these covenants as a condition of plan participation</b></li> </ul>

### ***Employment Agreement with Mr. Molinaroli***

In connection with the Merger, the Board appointed Mr. Molinaroli as Chief Executive Officer and Mr. Oliver as President and Chief Operating Officer under the stipulation that Mr. Oliver would succeed Mr. Molinaroli as CEO on March 2, 2018 (the 18-month anniversary of the Merger). The Merger agreement also stipulated that Mr. Molinaroli would become Executive Chairman on September 2, 2016, and would serve in this role for 12 months after which Mr. Oliver would become Chairman and CEO of the Company.

In August 2017, the Board of Directors decided to accelerate the transition of the roles of Chairman and CEO such that Mr. Oliver became Chairman and CEO effective September 1, 2017. Mr. Molinaroli also ceased to serve as a member of the Board as of this date. In connection with his termination of employment, Mr. Molinaroli is eligible to receive severance benefits in accordance with his previously existing change of control agreement, including cash severance and pro rata bonus payments of approximately \$63 million (as required by his previously existing agreement, Mr. Molinaroli's severance and prorated bonus are calculated based on his 2016 incentive compensation data). In addition, he is entitled to receive the lump sum value of the employer non-matching contributions he would have accrued through September 2, 2018 (the second anniversary of the Merger) under the Johnson Controls' 401(k) plan and the Johnson Controls' Retirement Restoration Plan, and continued medical and welfare benefits until September 2, 2018. In addition, Mr. Molinaroli will be eligible to receive full or partial vesting of specified equity awards according to the terms of the award agreements (although he forfeited his restricted share unit award having a grant date fair value equal to \$20 million granted on September 8, 2016 in connection with the Merger).

Mr. Molinaroli is subject to a customary covenant not to compete with the Company or solicit employees of the Company for specified periods after his departure.

### ***Employment Agreement with Mr. Oliver***

Under the terms of Legacy Tyco's Change in Control Severance Plan for Certain U.S. Officers and Executives (the "Tyco CIC Severance Plan"), Mr. Oliver would have been entitled to severance benefits as a result of the Merger due to his no longer being CEO of the Company. Therefore, in order to facilitate the Merger and the orderly CEO succession plan contemplated thereby, Mr. Oliver and legacy Tyco entered into an employment agreement, dated as of January 24, 2016, which became effective upon the completion of the Merger (the "Oliver Employment Agreement"). The terms of the Oliver Employment Agreement were generally comparable to the amended Molinaroli change of control agreement. During the 33 month period following the Merger date (the "initial employment period"), Mr. Oliver was entitled to a base salary of \$1,250,000 per year, a target annual bonus opportunity of 135% of his then-current base salary, and an annual long-term incentive compensation opportunity target of at least \$8.25 million. The Oliver Employment Agreement also includes severance provisions that were comparable to Mr. Molinaroli's during the initial employment period. Mr. Oliver voluntarily terminated the Oliver Employment Agreement on December 8, 2017, and he is now subject to the Company's revised severance and change in control policy.

### ***Employment Agreements with Other NEOs***

Messrs Jackson, Walicki and Williams are each party to a previously existing change of control employment agreement that provides for severance benefits in the event of a qualifying termination or a termination due to the executive's death or disability. The previously existing change of control employment agreements provide that upon a qualifying termination or a termination due to the executive officer's death or disability within 36 months following the Merger, Messrs. Jackson, Walicki and Williams would be entitled to the following:

- A lump sum severance payment equal to three times the executive officer's annual cash compensation, which includes the executive officer's annual base salary and the greater of (a) the average of the executive officer's annualized annual cash bonuses and long-term performance awards for the three fiscal years preceding the change of control, and (b) the sum of the annual cash bonuses and long-term performance awards for the most recently completed fiscal year (such greater amount, "average performance bonus");
- Payment of a pro rata portion of the executive officer's average performance bonus (reduced, if the executive officer's termination occurs on the change of control date, by the amount paid in respect of performance share unit awards as a result of a qualifying termination);
- a cash payment equal to the lump sum value of the additional benefits the executive officer would have accrued for the remainder of the employment period under the Legacy Johnson Controls' pension plan and the Legacy Johnson Controls' Retirement Restoration Plan, assuming the executive officer is fully vested in such benefits at the time of termination; and
- continued medical and welfare benefits for two years following termination of employment without cause or with good reason.

The previously existing change of control employment agreements require Messrs. Jackson, Walicki and Williams to comply with confidentiality provisions during employment and for two years following termination of employment. The Legacy Johnson Controls NEOs would generally have "good reason" to resign under their respective previously existing change of control employment agreements if, as determined in good faith by such executive:

- the Company assigned the executive officer to duties inconsistent with the executive officer's position prior to the merger;

- or the combined company took other actions to reduce the executive officer's authority or responsibilities;
- the Company breached any provision of the change of control employment agreement relating to salary and any benefits required to be paid or provided following the merger (subject to the acknowledgment in the letter agreement described above);
- the Company required the executive officer to relocate;
- the Company terminated the executive officer's employment other than as permitted by the change of control employment agreement; or
- the Company requested that the executive officer perform an illegal or wrongful act in violation of the combined company's code of conduct.

As a result of the integration of legacy Johnson Controls, Inc. and legacy Tyco, including changes in reporting relationships and responsibilities, the Company believes that Mr. Jackson has the ability to trigger a "good reason" resignation at any time prior to September 2019 and receive the benefits described above. In addition, as described above, as a result of his retention award, Mr. Stief's previously existing change of control employment agreement was terminated.

#### ***Global Assignment Agreement with Mr. Williams***

In March 2017, Mr. Williams, who was previously VP Enterprise Operations & Engineering, accepted the officer position of Vice President & President, EMEA & Latin America – Building Technologies and Solutions. This new role required Mr. Williams to relocate from the United States to the United Kingdom for the duration of his three-year assignment, and in connection with this move Mr. Williams' entered into a global assignment agreement that is substantially consistent with the policy applicable to all Johnson Controls employees and includes:

- A monthly allowance to offset the difference in costs for goods and services between the United States and the United Kingdom;
- A relocation allowance equal to 5% of base salary at the beginning of the assignment, as well as another 5% upon successful completion of the assignment;
- Furnished housing in the United Kingdom (conditional on Mr. Williams maintaining his housing in the United States);
- Reimbursement for certain dependent visitation from the United States;
- Tax equalization assistance to minimize, within practical limits, any tax advantage or disadvantage or the foreign assignment (in accordance with the Johnson Controls Tax Equalization Policy);
- Reimbursement for United Kingdom country club membership; and
- Reimbursement of repatriation fees (e.g. travel expenses back to the United States, 30 days of temporary housing and car rental, shipment of goods).

## Tax and Accounting Rules and Regulations

When determining total direct compensation packages, the Committee considers all factors that may have an impact on our financial performance, including tax and accounting rules and regulations under Section 162(m) of the Internal Revenue Code. The Code limits us from deducting compensation in excess of \$1 million awarded to the principal executive officer or to the other three highest-paid executive officers. One exception to the Code is if compensation meets the requirements to qualify as performance-based compensation.

Our compensation philosophy strongly emphasizes performance-based compensation for our executive officers, thus minimizing the consequences of the Section 162(m) limitation. However, the Committee retains full discretion to award compensation packages that will best attract, retain, and reward successful executive officers. Therefore, the Committee may award compensation that is not fully deductible under Section 162(m) if the Committee believes it will contribute to the achievement of our business objectives.

The exemption from Section 162(m)'s deduction limit for performance-based compensation has been repealed, effective for taxable years beginning after December 31, 2017, such that compensation paid to our covered executive officers in excess of \$1 million will not be deductible unless it qualifies for transition relief applicable to certain arrangements in place as of November 2, 2017.

Despite the Committee's efforts to structure the Company's incentive programs in a manner intended to be exempt from Section 162(m) and therefore not subject to its deduction limits, and because of uncertainties as to the application and interpretation of Section 162(m) in the future, no assurance can be given that compensation intended to satisfy the requirements for exemption from Section 162(m) in fact will do so. Further, the Committee reserves the right to modify compensation that was initially intended to be exempt from Section 162(m) if it determines that such modifications are consistent with the Company's business needs.

## Compensation Committee Report on Executive Compensation

The Compensation Committee has reviewed and discussed with management this Compensation Discussion & Analysis and, based on such review and discussion, has recommended to the Board of Directors that the Compensation Discussion & Analysis be included in the Company's Annual Report on Form 10-K and this proxy statement.

Submitted by the Compensation Committee:

Michael E. Daniels, Chair  
Roy Dunbar  
R. David Yost

## Executive Compensation Tables

The following table summarizes the compensation earned by our named executive officers in the fiscal years noted. For Messrs. Molinaroli, Stief, and Jackson, it is important to note that this information generally relates only to compensation paid by Johnson Controls International plc during the period after the Merger (i.e., from September 2, 2016 until September 30, 2017), and does not include compensation that Legacy Johnson Controls paid prior to the Merger in fiscal 2016 or prior years. Mr. Molinaroli served as Chairman and Chief Executive Officer until September 1, 2017, at which time Mr. Oliver assumed such roles.

### Summary Compensation Table for Fiscal Years 2017, 2016 and 2015

Name and Principal Position (a)	Year (b)	Salary (\$) <sup>(1)</sup> (c)	Bonus (\$) (d)	Stock/Unit Awards (\$) <sup>(1)</sup> (2) (e)	Option Awards (\$) <sup>(2)</sup> (f)	Non-Equity Incentive Plan Compensation (\$) <sup>(1)</sup> (3) (g)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) <sup>(4)</sup> (h)	All Other Compensation (\$) <sup>(5)</sup> (i)	Total (\$) (j)
<b>George R. Oliver</b>	2017	1,250,000	-	6,187,444	2,359,750	2,449,142	-	346,169	12,592,506
Chairman & Chief Executive Officer	2016	1,018,939	-	3,605,930	3,550,446	1,250,000	-	182,560	9,607,875
	2015	1,000,000	-	3,712,813	3,982,890	-	-	276,248	8,971,951
<b>Brian J. Stief</b>	2017	742,000	-	22,012,083	670,473	1,102,892	-	276,604	24,804,052
EVP & Chief Financial Officer	2016	60,083	-	4,250,255	-	1,557,362	-	-	5,867,700
<b>William C. Jackson</b>	2017	848,000	-	2,069,205	689,467	797,069	-	263,026	4,666,767
VP and President	2016	68,667	-	3,000,101	-	1,491,959	-	-	4,560,727
<b>Joseph Walicki</b>	2017	722,000	-	1,935,434	657,730	875,607	23,484	238,900	4,453,155
VP and President									
<b>Jeffrey Williams</b>	2017	742,000	-	1,583,425	416,327	761,935	34,504	604,647	4,142,838
VP and President									
<b>Former Officer</b>									
<b>Alex A. Molinaroli</b>	2017	1,486,833	-	9,042,440	2,860,359	-	43,494	64,849,251	78,282,377
Former Chairman and Chief Executive Officer	2016	135,167	-	27,024,053	-	5,449,922	733,491	13,054,137	46,396,770

(1) **Deferred Amounts Included:** We have not reduced amounts that we show to reflect a named executive officer's election, if any, to defer the receipt of compensation into our qualified and nonqualified deferred compensation plans

(2) **Stock/Unit Awards and Option Awards:** The amounts in columns (e) and (f) reflect the fair value of equity awards granted in fiscal 2017, 2016, and 2015. The equity awards granted in fiscal 2017 to each named executive officer consisted of share options, restricted share units ("RSUs") and performance-vesting restricted share units ("PSUs"). The amounts in columns (e) and (f) represent the fair value of the entire amount of the award calculated in accordance with Financial Accounting Standards Board ASC Topic 718, excluding the effect of estimated forfeitures. For share options, amounts are computed by multiplying the fair value of the award (as determined under the Black-Scholes option pricing model) by the total number of options granted. For RSUs, fair value is computed by multiplying the total number of shares subject to the award by the closing market price of our ordinary shares on the date of grant. For PSUs, fair value is based on a model that considers the closing market price of our ordinary shares on the date of grant, the range of shares subject to such stock award, and the estimated probabilities of vesting outcomes. The value of PSUs included in the table assumes target performance. The values of the PSUs at the



grant date if the highest level of performance conditions were to be achieved would be as follows Mr. Oliver—\$10,312,430; Mr. Stief—\$11,312,452; Mr. Jackson—\$3,448,729; Mr. Walicki—\$3,193,692; Mr. Williams—\$2,082,462; and Mr. Molinaroli—\$15,452. Footnote 12 to our audited financial statements for the fiscal year ended September 30, 2017, which appears in our Annual Report on Form 10-K that we filed with the Securities and Exchange Commission on November 21, 2017, includes assumptions that we used in the calculation of the equity award values. In the case of Mr. Stief's 299,251 retention RSUs granted on September 14, 2017 that may potentially convert to PSUs if the performance goals established for the award are met at or above target, fair value is computed by multiplying the total number of shares subject to the award by the closing market price of our ordinary shares on the date of grant. The values of the retention RSUs at the grant date if the highest level of performance conditions were to be achieved would be \$23,999,930. Mr. Molinaroli's share options with a grant date fair value of \$2,860,359 and RSUs with a grant date fair value of \$2,861,468 were forfeited in connection with his separation from the Company.

- (3) **Non-Equity Incentive Plan Compensation:** The amounts reported in column (g) for each named executive officer reflect annual cash incentive compensation.
- (4) **Change In Pension Value:** The amounts reported in column (h) for each named executive officer reflect the actuarial increase in the present value of benefits under the qualified defined benefit pension plan established by Johnson Controls, determined as of the measurement dates used for financial statement reporting purposes for fiscal year 2017 and using interest rate and mortality rate assumptions consistent with those reflected in our audited financial statements for the fiscal year ended September 30, 2017. The value that an executive will actually receive under these benefits will differ to the extent facts and circumstances vary from what the calculations assume. Changes in the present value of the named executive officer's benefits are the result of the assumptions applied (as discussed in the footnotes to the "Pension Benefits as of September 30, 2017" table below). No named executive officer received preferential or above market earnings on nonqualified deferred compensation.
- (5) **All Other Compensation:** The fiscal 2017 amounts reported in column (i) for each named executive officer consist of the following:

Named Executive	Personal Use of Company Aircraft <sup>(a)</sup>	Expatriate and Relocation Benefits <sup>(b)</sup>	Tax Gross-Up <sup>(c)</sup>	Retirement Plan Contributions <sup>(d)</sup>	CIC Cash Severance <sup>(e)</sup>	Company Vehicle <sup>(f)</sup>	Miscellaneous <sup>(g)</sup>	Total All Other Compensation
George R. Oliver	105,290	18,244	34,560	182,325	-	5,750	-	346,169
Brian J. Stief	-	-	-	251,197	-	10,606	14,801	276,604
William C. Jackson	-	-	-	232,196	-	18,538	12,292	263,026
Joseph Walicki	-	-	-	216,165	-	14,852	7,883	238,900
Jeffrey Williams	-	156,156	139,831	263,127	-	6,333	37,100	604,647
Alex A. Molinaroli	50,368	-	-	919,350	63,841,816	8,192	29,525	64,849,251

- (a) The Summary Compensation Table reflects, the aggregate incremental pre-tax cost to the Company for personal use of aircraft for fiscal 2017, which was calculated using a method that takes into account the incremental cost of fuel, trip-related maintenance, crew travel expenses, on-board catering, landing fees, trip-related hangar/parking costs and other variable costs. Because our aircraft are used primarily for business travel, the calculation does not include the fixed costs that do not change based on usage, such as pilots' salaries, the acquisition costs of the Company owned or leased aircraft, and the cost of maintenance not related to trips.

- (b) The Company provided relocation benefits in accordance with company policy to Mr. Oliver in fiscal 2017, to assist his relocation to Johnson Controls headquarters after the Merger. Mr. Williams received relocation benefits as part of his expatriate assignment set forth below.

	Housing	Relocation Benefits	Other Expatriate Benefits & Allowances	Total
Jeffrey Williams	53,639	68,946	33,571	156,156

- (c) The amount shown for Mr. Oliver represents a tax gross-up payment made with respect to the relocation benefits disclosed in the preceding footnote. The amount shown for Mr. Williams represents tax equalization payments made to him in connection with his expatriate assignment.
- (d) Retirement plan contributions include matching contributions made on behalf of each executive to the Company's tax-qualified 401(k) plans and Retirement Restoration Plan. In addition, for Mr. Oliver, it includes matching contributions with respect to the legacy Tyco non-qualified Supplemental Savings and Retirement Plan ("SSRP").
- (e) Mr. Molinaroli's cash severance amount was subject to a 6-month delay pursuant to Code Section 409A and will be paid to him in March 2018.
- (f) Amounts reflect costs attributable to the personal use of a vehicle.
- (g) Miscellaneous compensation includes payments with respect to club dues for Messrs. Stief, Jackson, Walicki, Williams and Molinaroli and payments with respect to financial planning for Messrs. Stief, Williams and Molinaroli.

## Grants of Plan-Based Awards Table

The following table summarizes cash-based and equity-based awards for each of the named executive officers that were granted in fiscal year 2017.

Name (a)	Grant Date (b)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Shares of Stock <sup>(3)</sup> (#) (i)	All Other Option Awards: Number of Securities Underlying Options <sup>(4)</sup> (#) (j)	Exercise or Base Price of Option Awards <sup>(5)</sup> (\$/Share) (k)	Grant Date Fair Value of Stock and Option Awards <sup>(6)</sup> (\$) (l)
		Threshold (\$) <sup>(1)</sup> (c)	Target (\$) <sup>(1)</sup> (d)	Maximum (\$) <sup>(1)</sup> (e)	Threshold (\$) <sup>(2)</sup> (f)	Target (\$) <sup>(2)</sup> (g)	Maximum (\$) <sup>(2)</sup> (h)				
George R. Oliver	NA <sup>7</sup>	906,250	1,812,500	3,625,000	-	-	-	-	-	-	N/A
	10/7/2016	-	-	-	-	-	-	-	284,994	41.73	2,359,750
	10/7/2016	-	-	-	-	-	-	49,424	-	-	2,062,464
Brian J. Stief	11/30/2016	-	-	-	45,853	91,707	229,267	-	-	-	4,124,981
	NA <sup>7</sup>	408,100	816,200	1,632,400	-	-	-	-	-	-	N/A
	10/7/2016	-	-	-	-	-	-	-	80,975	41.73	670,473
	10/7/2016	-	-	-	-	-	-	16,072	-	-	670,685
	11/30/2016	-	-	-	14,912	29,824	74,560	-	-	-	1,341,484
	9/8/2017	-	-	-	-	-	-	399,001	-	-	15,999,940
William C. Jackson	9/8/2017	-	-	-	49,875	99,750	199,500	-	-	-	3,999,975
	NA <sup>7</sup>	381,600	763,200	1,526,400	-	-	-	-	-	-	N/A
	10/7/2016	-	-	-	-	-	-	-	83,269	41.73	689,467
Joseph Walicki	10/7/2016	-	-	-	-	-	-	16,528	-	-	689,713
	11/30/2016	-	-	-	15,334	30,669	76,672	-	-	-	1,379,492
	NA <sup>7</sup>	324,900	649,800	1,299,600	-	-	-	-	-	-	N/A
	10/7/2016	-	-	-	-	-	-	-	79,436	41.73	657,730
Jeffrey Williams	10/7/2016	-	-	-	-	-	-	15,767	-	-	657,957
	11/30/2016	-	-	-	14,200	28,401	71,002	-	-	-	1,277,477
	NA <sup>7</sup>	326,171	652,342	1,304,683	-	-	-	-	-	-	N/A
	10/7/2016	-	-	-	-	-	-	-	50,281	41.73	416,327
	10/7/2016	-	-	-	-	-	-	9,980	-	-	416,465
	11/30/2016	-	-	-	9,259	18,519	46,297	-	-	-	832,985
	3/8/2017	-	-	-	-	-	-	8,118	-	-	333,975
<b>Former Officer</b>											
Alex A. Molinaroli	NA <sup>7</sup>	1,297,600	2,595,200	5,190,400	-	-	-	-	-	-	N/A
	10/7/2016	-	-	-	-	-	-	-	345,454	41.73	2,860,359
	10/7/2016	-	-	-	-	-	-	68,571	-	-	2,861,468
	11/30/2016	-	-	-	68,708	137,416	343,540	-	-	-	6,180,972

- (1) Amounts reported in columns (c) through (e) represent the range of potential cash payments under the annual performance bonuses that could have been earned under the Johnson Controls Annual Incentive Performance Plan for fiscal 2017, as described above under the heading “Annual Incentive Performance Plan (AIPP),” in the Compensation Discussion & Analysis. Threshold amounts assume minimum performance levels are achieved with respect to each performance measure.
- (2) Amounts in columns (f) through (h) show the range of potential share payouts for the PSUs granted to our named executive officers assuming that threshold, target and maximum performance conditions are achieved as described in the section titled “Long-Term Incentive Performance Plan” in the Compensation Discussion & Analysis. The number of performance-based share units that are earned, if any, will be based on performance for fiscal years 2017 to 2019 and will be determined after the close of fiscal year 2019.
- (3) Amounts in column (i) show the value of the RSUs granted to the named executive officers in October 2016 as described in the section titled “Long-Term Incentive Performance Plan” in the Compensation Discussion & Analysis. These awards vest in equal installments over three years. For Mr. Stief it also includes 399,001 RSUs granted in September 2017 in connection with his retention award as described in the section titled “Retention Award for Brian Stief” in the Compensation Discussion & Analysis. For Mr. Williams it includes 8,118 RSU's granted in March 2017 in connection with his promotion. 99,750 of Mr. Stief's retention RSUs and Mr. Williams' promotion RSUs vest three years from the date of grant. 299,251 of Mr. Stief's retention RSUs vest in December 2020 and may convert to PSUs after performance results are determined.
- (4) Amounts in column (j) show the value of the share options granted for fiscal 2017, as described above under the heading “Long-Term Incentive Performance Plan” in the Compensation Discussion & Analysis. The share options vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date, contingent on the NEOs continued employment, and expire, at the latest, on the tenth anniversary of the grant date.
- (5) Share Options were granted with an exercise price per share equal to our closing stock price on the date of grant.
- (6) Amounts in column (l) show the grant date fair value of the option awards, RSUs and PSUs granted to the named executive officers. These amounts represent the fair value of the entire amount of the award calculated in accordance with Financial Accounting Standards Board ASC Topic 718 (ASC Topic 718), excluding the effect of estimated forfeitures. For grants of share options, amounts are computed by multiplying the fair value of the award (as determined under the Black-Scholes option pricing model) by the total number of options granted. For grants of RSUs, fair value is computed by multiplying the total number of shares subject to the award by the closing market price of our ordinary shares on the date of grant. For grants of PSUs, the reported fair value assumes achievement of target performance, which is the probable outcome of performance conditions and is consistent with the estimate of aggregate compensation cost to be recognized over the service period.
- (7) The award reflected in this row is an annual incentive performance award that we granted for the performance period of fiscal year 2017, the material terms of which we describe in the Compensation Discussion & Analysis section titled “Annual Incentive Performance Plan.”

## Outstanding Equity Awards at 2017 Fiscal Year-End Table

The following table shows, for each of the named executive officers, all equity awards that were outstanding as of September 30, 2017. Dollar amounts are based on the NYSE closing price of \$40.29 for the Company's common stock on September 29, 2017.

Name (a)	Option Awards				Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable <sup>(1)</sup> (c)	Option Exercise Price (\$) (d)	Option Expiration Date (e)	Number of Shares of Stock That Have Not Vested (#) <sup>(2)</sup> (f)	Market Value of Shares of Stock that Have Not Vested (\$) (g)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that have Not Vested (#) <sup>(3)</sup> (h)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that have Not Vested (\$) (i)
<b>George R. Oliver</b>					154,483	6,224,120	91,707	3,694,875
	73,404	-	\$21.22	8/18/2018				
	271,177	-	\$13.84	10/7/2018				
	199,659	-	\$16.10	10/1/2019				
	166,523	-	\$17.79	10/12/2020				
	140,097	-	\$21.14	10/12/2021				
	353,542	-	\$26.19	11/20/2022				
	176,718	-	\$26.19	11/20/2022				
	232,497	77,499	\$35.86	11/20/2023				
	165,924	165,922	\$41.86	11/25/2024				
	118,567	355,701	\$34.82	10/12/2025				
	-	248,994	\$41.73	10/7/2026				
<b>Brian J. Stief</b>					627,083	25,265,179	129,574	5,220,536
	37,986	-	\$28.14	10/1/2020				
	37,443	-	\$26.30	10/7/2021				
	23,334	-	\$25.67	10/5/2022				
	15,577	-	\$44.57	11/19/2023				
	17,459	17,461	\$46.29	11/18/2024				
	-	49,519	\$40.42	10/7/2025				
	-	80,975	\$41.73	10/7/2026				
<b>William C. Jackson</b>					221,980	8,943,588	30,669	1,235,654
	93,337	-	\$26.30	10/7/2021				
	58,390	-	\$25.67	10/5/2022				
	44,445	-	\$44.57	11/19/2023				
	22,487	22,489	\$46.29	11/18/2024				
	-	54,223	\$40.42	10/7/2025				
	-	83,269	\$41.73	10/7/2026				
<b>Joseph Walicki</b>					172,716	6,958,740	28,401	1,144,276
	14,326	-	\$28.14	10/1/2020				
	13,566	-	\$26.30	10/7/2021				
	17,473	-	\$25.67	10/5/2022				
	12,403	-	\$44.57	11/19/2023				
	7,856	7,857	\$46.29	11/18/2024				
	4,733	4,733	\$42.67	1/5/2025				
	-	54,307	\$40.42	10/7/2025				
	-	79,436	\$41.73	10/7/2026				

Name (a)	Option Awards				Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable <sup>(1)</sup> (c)	Option Exercise Price (\$) (d)	Option Expiration Date (e)	Number of Shares of Stock That Have Not Vested (#) <sup>(2)</sup> (f)	Market Value of Shares of Stock that Have Not Vested (\$) (g)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that have Not Vested (#) <sup>(3)</sup> (h)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that have Not Vested (\$) (i)
<b>Jeffrey Williams</b>					197,975	7,976,420	18,519	746,131
	26,047	-	\$26.53	10/1/2018				
	37,986	-	\$28.14	10/1/2020				
	30,931	-	\$26.30	10/7/2021				
	39,831	-	\$25.67	10/5/2022				
	19,196	-	\$44.57	11/19/2023				
	10,475	10,477	\$46.29	11/18/2024				
	3,217	3,220	\$42.67	1/5/2025				
	-	33,343	\$40.42	10/7/2025				
	-	50,281	\$41.73	10/7/2026				
<b>Alex A. Molinaroli</b>					739,549	29,796,436	41,988	1,691,705
	146,517		\$28.14	10/1/2020				
	135,664		\$26.30	10/7/2021				
	79,119		\$25.67	10/5/2022				
	70,654		\$28.32	1/23/2023				
	166,119		\$44.57	11/19/2023				
	184,421		\$46.29	11/18/2024				

(1) Vesting information for each outstanding option award for the named executive officers is described in the table below.

Vesting Date	Exercise Price	George R. Oliver	Brian J. Stief	William C. Jackson	Joseph Walicki	Jeffrey Williams	Alex A. Molinaroli
Number of Shares Underlying Vesting Awards							
<b>2017</b>							
10/12/2017	\$34.82	118,567					
11/20/2017	\$35.86	77,499					
11/20/2017	\$41.86	82,961					
11/18/2017	\$46.29		17,461	22,489	7,857	10,477	
11/18/2017	\$42.67				4,733	3,220	
10/7/2017	\$40.42		24,759	27,111	27,153	16,671	
<b>2018</b>							
10/12/2018	\$34.82	118,567					
11/20/2018	\$41.86	82,961					
10/7/2018	\$41.73	124,497	40,487	41,634	39,718	25,140	
10/7/2018	\$40.42		24,760	27,112	27,154	16,672	
<b>2019</b>							
10/7/2019	\$41.73	124,497	40,488	41,634	39,718	25,141	
10/12/2019	\$34.82	118,567					

- (2) The amounts in columns (f) and (g) reflect, for each named executive officer, the number and market value of RSUs which had been granted as of September 30, 2017, but which remained subject to additional vesting requirements. Scheduled vesting of all RSUs and the number of shares underlying awards, for each of the named executive officer is as follows:

<u>Vesting Date</u>	<u>George R. Oliver</u>	<u>Brian J. Stief</u>	<u>William C. Jackson</u>	<u>Joseph Walicki</u>	<u>Jeffrey Williams</u>	<u>Alex A. Molinaroli</u>
<b>Number of Shares Underlying Vesting Awards</b>						
<b>2017</b>						
10/7/2017	13,729	5,357	5,509	5,255	3,326	
10/8/2017	2,746					
11/18/2017		10,803	13,914	7,790	8,472	
12/7/2017		45,439	58,480	34,306	37,738	
<b>2018</b>						
3/2/2018						739,549
3/8/2018					2,706	
9/28/2018	100,545					
10/7/2018	16,475	64,744	70,536	70,382	43,349	
<b>2019</b>						
3/8/2019					2,706	
9/2/2019		56,691	56,691	34,014	56,691	
9/8/2019		39,691	11,340	15,713	36,953	
10/7/2019	16,474	5,358	5,510	5,256	3,328	
<b>2020</b>						
3/8/2020					2,706	
9/14/2020		99,750				
12/7/2020		299,251				
10/12/2019						

- (3) The amounts in columns (h) and (i) reflect, for each named executive officer, the number and market value of PSUs at target which had been granted as of September 30, 2017. The number of shares earned will depend upon actual performance relative to the applicable performance metrics at the end of the performance period. All PSUs will vest on 12/7/2019, except for 99,750 PSUs granted to Mr. Stief which will vest on 12/7/2020.

## Option Exercises and Stock Vested Table

The following table shows, for each of the named executive officers, the amounts realized from options that were exercised and RSUs that vested during fiscal 2017.

<b>Name</b>	<b>Option Awards</b>		<b>Stock Awards</b>	
	<b>Number of Shares Acquired on Exercise</b>	<b>Value Realized on Exercise</b>	<b>Number of Shares Acquired on Vesting</b>	<b>Value Realized on Vesting</b>
(a)	(#) (b)	(\$) (c)	(#) (d)	(\$) (e) <sup>(1)</sup>
George R. Oliver	-	-	120,727	4,977,733
Brian Stief	-	-	23,500	1,116,182
William C. Jackson	-	-	67,137	3,188,667
Joseph Walicki	39,721	548,532	3,769	180,426
Jeffrey Williams	39,071	115,259	5,833	279,232
Alex A. Molinaroli	97,678	480,722	262,935	12,485,575



- (1) The amounts in column (e) represent the product of the number of shares a named executive officer acquired on vesting and the closing market price of the shares on the vesting date, plus the value of dividend equivalents released, if any.

## Pension Benefits As of September 30, 2017

The following table sets forth certain information with respect to the potential benefits to our named executive officers under the Johnson Controls qualified pension plan as of September 30, 2017. Only those named executive officers who participate in the plan are included in the table.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit <sup>(1)</sup> (\$)
Joseph Walicki	Johnson Controls Pension Plan	26.25	\$ 919,889
Jeffrey Williams	Johnson Controls Pension Plan	30.67	\$1,246,045
Alex A. Molinaroli	Johnson Controls Pension Plan	30.00	\$1,315,073

- (1) Amounts in this column reflect the following assumptions: A calculation date of September 30, 2017, a 3.78% discount rate for the Johnson Controls Pension Plan, retirement occurring at normal retirement age based on Social Security Normal Retirement Age minus three years, and applicability of the 2009 Static Mortality Table for Annuitants per Treasury Regulation 1.430(h)(3)-1(e), that we used for financial reporting purposes as of September 30, 2017. The valuation method used to determine the present value of the accumulated benefit is the same as the method we used for financial reporting purposes as of September 30, 2017. The value that an executive will actually receive under these benefits will differ to the extent facts and circumstances vary from what these calculations assume

**Johnson Controls Pension Plan.** The Johnson Controls Pension Plan is a frozen defined benefit pension plan that provides benefits for most non-union U.S. employees hired before January 1, 2006, including Messrs. Walicki, Williams and Molinaroli. Because Messrs. Oliver, Stief and Jackson were employed by Johnson Controls after January 1, 2006, they are not participants in the Pension Plan. Subject to certain limitations that the Code imposes, the monthly retirement benefit payable under the Johnson Controls Pension Plan to participants, at normal retirement age in a single life annuity, is determined as follows:

- 1.15% of final average monthly compensation times years of benefit service, plus
- 0.55% of final average monthly compensation in excess of Social Security covered compensation times years of benefit service (up to 30 years)

Service after December 31, 2014 does not count as benefit service in this formula. For purposes of this formula, “final average monthly compensation” means a participant’s gross compensation, excluding certain unusual or non-recurring items of compensation, such as severance or moving expenses, for the highest five consecutive years of the last ten consecutive years of employment occurring prior to January 1, 2015. “Social Security covered compensation” means the average of the Social Security wage base for the 35 years preceding a participant’s normal retirement age. Normal retirement age for Johnson Controls Pension Plan participants is age 65.

Participants in the Johnson Controls Pension Plan generally become vested in their pension benefits upon completion of five years of service. The Pension Plan does not pay full pension benefits until after a participant terminates employment and reaches normal retirement age. However, a participant who terminates employment may elect to receive benefits at a reduced level at any time after age 55, as follows: If a participant terminates employment prior to age 55 and completing 10 years of service, then the reduction is 5% for each year that benefits begin before their Social Security retirement age; and if a participant terminates employment on or after age 55 and after completing 10 years of service, then the reduction is 5% for each year that benefits begin before the three years preceding the participant's Social Security retirement age. Mr. Williams is currently eligible for early retirement under the Pension Plan.

## Non-Qualified Deferred Compensation Table at Fiscal Year-End

The following table presents information on the non-qualified deferred compensation accounts of each named executive officer at September 30, 2017.

Name (a)	Executive Contributions in Last FY <sup>(1)</sup> (\$) (b)	Registrant Contributions in Last FY <sup>(2)</sup> (\$) (c)	Aggregate Earnings in Last FY <sup>(3)</sup> (\$) (d)	Aggregate Withdrawals/ Distributions (\$) (e)	Aggregate Balance at Last FYE <sup>(4)</sup> (\$) (f)
George R. Oliver	133,800	170,725	182,222	-	1,438,711
Brian J. Stief	793,208	222,047	243,027	-	1,261,907
William C. Jackson	3,312,904	205,696	(216,677)	-	3,306,068
Joseph Walicki	92,783	184,365	22,348	-	303,028
Jeffrey Williams	106,188	228,677	24,051	-	362,543
<b>Former Officer</b>					
Alex A. Molinaroli	3,521,368	884,900	511,334	-	23,009,208

(1) Amounts in column (b) include employee contributions under the Johnson Controls Executive Deferred Compensation Plan and the Johnson Controls Retirement Restoration Plan. The Johnson Controls Executive Deferred Compensation Plan allows participants to defer up to 100% of their annual bonuses, long-term performance share units and restricted share awards. The Retirement Restoration Plan allows executive officers to defer up to 6% of their compensation that is not eligible to be deferred into the Johnson Control 401(k) plan because of qualified plan limits that the Code imposes. All of the amounts shown in columns (b) are also included in the Summary Compensation Table.

(2) Amounts in column (c) include employer contribution under the Retirement Restoration Plan. The Retirement Restoration Plan, also credits participants with an amount equal to the difference between the amount of retirement contributions made under the 401(k) plan and what such retirement contribution would have been without regard to the Code limits. In addition, for Mr. Oliver it also includes Company contributions, respectively, under the Legacy Tyco SSRP, a non-qualified retirement savings plan. Under the terms of the SSRP, an eligible executive may choose to defer up to 50% of his or her base salary and up to 100% of his or her performance bonus. All of the amounts shown in columns (c) are also included in the Summary Compensation Table.

- (3) The Aggregate Earnings reported in column (d) are not “above-market or preferential earnings” and therefore are not required to be reported in the Summary Compensation Table. For Messrs. Oliver, Stief, Jackson, Walicki, Williams, and Molinaroli, the amounts in column (d) reflect all investment earnings, net of fees, on amounts that have been deferred under the Johnson Controls Deferred Compensation Plan and the Johnson Controls Retirement Restoration Plan. Investment earnings include any amounts relating to appreciation in the price of our ordinary shares, and negative amounts relating to depreciation in the price of ordinary shares because the deferred amounts include deferred share units, the value of which is tied to the value of our ordinary shares. In addition, for Mr. Oliver the amounts in column (d) also include earnings or (losses) on his notional account in the Legacy Tyco SSRP. Investment options under the Johnson Controls nonqualified deferred compensation plans include only funds that are available under Johnson Controls tax-qualified 401(k) retirement plans, and investment options under the SSRP include only funds that are available under Tyco's tax-qualified 401(k) retirement plans.

## Potential Payments upon Termination and Change in Control

The following table summarizes the severance and other enhanced benefits that would have been payable to the named executive officers upon termination of employment or upon the occurrence of a change in control subsequent to the Merger, assuming that the triggering event or events occurred on September 30, 2017. Equity award amounts are based on the closing share price of our ordinary shares of \$40.29 on the NYSE on September 29, 2017.

The Johnson Controls Inc. and Tyco Merger was deemed to constitute a change in control under the change in control employment agreements and equity compensation plans maintained by Legacy Johnson Controls and under the Legacy Tyco Change in Control Severance Plan for Certain U.S. Officers and Executives (the “CIC Severance Plan”) and equity compensation plans, triggering certain enhanced benefits for a period following the Merger, as described in the footnotes below the following table. The hypothetical benefits shown below under the Change-in-Control columns reflect amounts that would have been payable in connection with a change in control subsequent to the Merger under the arrangements described below. The hypothetical benefits shown below under the “Other Terminations” columns reflect amounts that would have been payable under the various circumstances set forth taking into account the fact that the Merger is treated as a change-in-control under certain plans and agreements applicable to the NEOs.

Name/Form of Compensation (a)	Change in Control (other than the Merger)			Other Terminations (including the impact of the Merger as a change in control trigger)		
	Without Qualified Termination (\$) (b)	With Qualified Termination (\$) (c)	With Cause (\$) (d)	Without Cause/Good Reason Resignation (\$) (e)	Voluntary Resignation/ Retirement <sup>(6)</sup> (\$) (f)	Death or Disability (\$) (g)
<b>George R. Oliver</b>						
Severance <sup>(1)</sup>	-	11,097,423	-	11,097,423	-	11,097,423
Benefit Continuation <sup>(2)</sup>	-	397,603	-	397,603	-	369,914
Accelerated Vesting of Equity Awards <sup>(3)(4)</sup>	-	6,498,061	-	6,498,061	2,166,716	12,252,118

Name/Form of Compensation (a)	Change in Control (other than the Merger)		Other Terminations (including the impact of the Merger as a change in control trigger)			
	Without Qualified Termination (\$) (b)	With Qualified Termination (\$) (c)	With Cause (\$) (d)	Without Cause/Good Reason Resignation (\$) (e)	Voluntary Resignation/ Retirement <sup>(6)</sup> (\$) (f)	Death or Disability (\$) (g)
<b>Brian J. Stief</b>						
Severance <sup>(5)</sup>	-	-	-	-	-	-
Benefit Continuation	-	-	-	-	-	-
Accelerated Vesting of Equity Awards <sup>(3)(4)</sup>	-	-	-	-	13,203,320 <sup>(4)</sup>	30,485,715
<b>William C. Jackson</b>						
Severance <sup>(1)</sup>	-	13,616,255	-	12,003,723	-	12,003,723
Benefit Continuation <sup>(2)</sup>	-	400,281	-	66,120	-	31,792
Accelerated Vesting of Equity Awards <sup>(3)</sup>	-	6,958,428	-	6,958,428	6,958,428	10,179,242
<b>Joseph Walicki</b>						
Severance <sup>(1)</sup>	-	8,939,424	-	8,939,424	-	8,939,424
Benefit Continuation <sup>(2)</sup>	-	386,634	-	71,893	-	45,065
Accelerated Vesting of Equity Awards <sup>(3)</sup>	-	5,603,976	-	5,603,976	-	8,103,016
<b>Jeffrey Williams</b>						
Severance <sup>(1)</sup>	-	9,073,220	-	9,073,220	-	9,073,220
Benefit & Perquisite Continuation <sup>(2)</sup>	-	459,778	-	229,040	-	195,468
Accelerated Vesting of Equity Awards <sup>(3)(4)</sup>	-	5,901,906	-	5,901,906	2,688,690	8,722,551

- (1) For Mr. Oliver, amounts shown include amounts that would have payable under his employment agreement upon a termination by us without cause or by Mr. Oliver with good reason (a “Tyco qualifying termination of employment”), or a termination due to Mr. Oliver’s death or disability, in each case on September 30, 2017, which was within the agreement’s protected 33 month period following the Merger. These amounts include: (a) a lump sum severance payment equal to three times the sum of Mr. Oliver’s annual base salary and a bonus amount calculated using the greater of his target bonus for the year of termination or his annual bonus for the most recently completed fiscal year; and (b) payment of a prorated portion of the bonus amount for the year of termination. Note, however, that on December 8, 2017, Mr. Oliver agreed to waive any rights he had under his employment agreement and is instead now covered by the Johnson Controls International plc Severance and Change in Control Policy for Officers. For Messrs. Jackson, Walicki and Williams, amounts shown include severance amounts that would have been payable under the executive officers’ respective change in control employment agreements upon a termination by us without cause or by the officer with good reason (a “Legacy Johnson Controls qualifying termination”), or a termination due to the executive officer’s death or disability, in each case on September 30, 2017, which is within the protected 36-month period following the Merger (such protected period, the “employment period”). These amounts include: (a) a lump sum severance payment equal to three times the executive officer’s annual cash compensation, which includes the executive officer’s

annual base salary and the greater of (i) the average of the executive officer's annualized annual cash bonuses and long-term performance awards for the three fiscal years preceding the change of control, and (ii) the sum of the annual cash bonuses and long-term performance awards for the most recently completed fiscal year (such greater amount, "average performance bonus"); (b) payment of a pro rata portion of the executive officer's average performance bonus for the year of the termination.

- (2) For Messrs. Jackson, Walicki and Williams, amounts shown include (i) the value of continued medical and welfare benefits through September 2, 2018 following termination of employment without cause or with good reason under the arrangements described in the preceding footnote and (ii) a cash payment equal to the lump sum value of the additional benefits the executive officer would have accrued through September 2, 2018 under pension and/or retirement plans, assuming the executive officer is fully vested in such benefits at the time of termination. For Mr. Oliver, amounts shown include: (i) the value of continued medical and welfare benefits for two years following termination of employment without cause or with good reason and (ii) a cash payment equal to the lump sum value of additional benefits Mr. Oliver would have accrued under retirement plans, assuming he is fully vested in such benefits at the time of termination.
- (3) Amounts represent the intrinsic value of unvested equity awards that would have vested upon the indicated triggering event for the named executive officers.
- (4) For Messrs. Oliver, Stief and Williams, who were retirement eligible under applicable plans as of September 30, 2017, the value of certain equity awards that would vest on an accelerated basis upon retirement is presented in the table above in column (f). The value of certain equity awards that would continue to vest according to their original vesting schedule upon retirement is not included.
- (5) In connection with receiving his retention RSU/PSU award, Mr. Stief agreed to waive any severance benefits he would be entitled to receive under his employment agreement or any company severance policy.
- (6) A voluntary resignation is a resignation without good reason as defined under applicable agreements and plans. As a result of the Merger and the integration of Legacy Johnson Controls and Legacy Tyco, including changes in reporting relationships and responsibilities, facts already exist that entitle certain executives of the Company to terminate their employment for good reason during applicable periods as specified in such agreements and plans. Mr. Jackson is one of those executives who currently has good reason to terminate his employment. However, this column shows the benefits he would have received if he had terminated on September 30, 2017 without good reason.

As noted above, Messrs. Oliver, Stief and Williams were retirement eligible under applicable plans as of September 30, 2017. For Messrs. Oliver, Stief and Williams, upon the executive's retirement:

- i. the Company is not obligated to pay severance;
- ii. with respect to equity awards granted prior to the Merger or in relation to the merger;
  - for Mr. Oliver, the terms of the equity awards granted prior to September 2, 2016 generally provide that if he were to retire at least one year following the grant of such award, the applicable award would accelerate and vest pro rata based on the number of full months of service completed since the grant date of the award;

- for Messrs. Stief and Williams with respect to share options, the vesting of any unvested share options that were granted to the executive under the Legacy Johnson Controls Omnibus Incentive Plan that were outstanding for at least one full calendar year after the year of grant would accelerate so that all of the options would be exercisable in full (and the executive would forfeit all other options that have not been outstanding for at least one full calendar year after the date of grant);
  - for Messrs. Stief and Williams with respect to RSU awards, (A) for certain awards, the executive would retain his RSUs that had not vested at the time of retirement, and they would continue to vest on the normal vesting schedule, and (B) for certain awards granted in 2015 and 2016, the executive would either vest pro rata in the award based on the number of full months of service completed since the grant of the award or fully vest in the award (however, in each case, the award agreements provide that the executive would not earn the award if he engaged in conduct harmful to the best interests of the Company after his retirement);
- iii. with respect to equity awards granted for fiscal year 2017:
- for Messrs. Oliver and Stief with respect to share options, the vesting of any unvested share options that were granted to the executive that were outstanding for at least one full calendar year after the year of grant would accelerate so that all of the options would be exercisable in full (and the executive would forfeit all other options that have not been outstanding for at least one full calendar year after the date of grant);
  - for Messrs. Oliver and Stief with respect to RSU awards, (A) for certain awards, the executive would retain his shares of restricted share and RSUs that had not vested at the time of retirement, and they would continue to vest on the normal vesting schedule, and (B) for certain awards granted to Mr. Stief in 2017, he would either fully vest in the award or forfeit the award;
  - for Mr. Williams with respect to share options and RSU awards, the applicable award would accelerate and vest pro rata based on the number of full months of service completed since the grant date of the award; and
  - for Messrs. Oliver, Stief and Williams with respect to PSUs, the executive would earn the units that he held at retirement based on actual performance at the end of the performance period, but the amount would be pro-rated based on the number of full months employment during the performance period.

In addition, Mr. Williams and Mr. Walicki would be eligible to receive pension benefits upon retirement. For an estimate of the value of these pension benefits, please see the Pension Benefits Table above.



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# THE ANNUAL GENERAL MEETING – QUESTIONS AND ANSWERS

The following questions and answers are intended to address briefly some commonly asked questions regarding the Annual General Meeting. These questions and answers may not address all questions that may be important to you. For more information, please refer to the more detailed information contained elsewhere in this proxy statement, including the documents referred to or incorporated by reference herein. For instructions on obtaining the documents incorporated by reference, see “Where You Can Find More Information.”

## Why did I receive this Proxy statement?

We have sent this notice of annual general meeting and proxy statement, together with the enclosed proxy card or voting instruction card, because our Board of Directors is soliciting your proxy to vote at the Annual General Meeting on March 7, 2018. This proxy statement contains information about the items being voted on at the Annual General Meeting and important information about Johnson Controls. Our 2017 Annual Report on Form 10-K, which includes our consolidated financial statements for the fiscal year ended September 30, 2017 (the “Annual Report”), is enclosed with these materials.

## Who is entitled to vote?

Each holder of Johnson Controls ordinary shares in our register of shareholders (such owners are often referred to as “shareholders of record,” “record holders” or “registered shareholders”) as of the close of business on January 3, 2018, the record date for the Annual General Meeting, is entitled to attend and vote at the Annual General Meeting. On January 3, 2018, there were 926,105,380 ordinary shares outstanding and entitled to vote at the Annual General Meeting. Any Johnson Controls shareholder of record as of the record date who does not receive notice of the Annual General Meeting and proxy statement, together with the enclosed proxy card or voting instruction card and the Annual Report, may obtain a copy at the Annual General Meeting or by contacting Johnson Controls at +353-21-423-5000.

We have requested that banks, brokerage firms and other nominees who hold ordinary shares on behalf of the owners of the ordinary shares (such owners are often referred to as “beneficial shareholders” or “street name holders”) as of the close of business on January 3, 2018 forward these materials, together with a proxy card or voting instruction card, to such beneficial shareholders. Johnson Controls has agreed to pay the reasonable expenses of the banks, brokerage firms and other nominees for forwarding these materials.

Finally, Johnson Controls has provided for these materials to be sent to persons who have interests in its ordinary shares through participation in Johnson Controls’ retirement savings plans. These individuals are not eligible to vote directly at the Annual General Meeting. They may, however, instruct the trustees of these plans how to vote the ordinary shares represented by their interests. The enclosed proxy card will also serve as voting instructions for the trustees of the plans.

## How many votes do I have?

Every holder of an ordinary share on the record date will be entitled to one vote per share for each matter presented at the Annual General Meeting. Because each Director’s election is the subject of a separate resolution, every holder of an ordinary share on the record date will be entitled to one vote per share for each separate Director election resolution.



## What is the difference between holding shares as a shareholder of record and as a beneficial owner?

Most of our shareholders hold their shares through a stockbroker, bank or other nominee rather than directly in their own name. As summarized below, there are some differences between shares held of record and those owned beneficially.

### SHAREHOLDER OF RECORD

If your shares are registered directly in your name, in our share register operated by our transfer agent, Wells Fargo Bank, N.A., or its successor, you are considered, with respect to those shares, the shareholder of record and these proxy materials are being sent to you directly by us. As the shareholder of record, you have the right to grant your voting proxy to the persons named in the proxy card (see “*How Do I Appoint and Vote via a Proxy?*” below), or to grant a written proxy to any other person, which person does not need to be a shareholder, or to attend and vote in person at the Annual General Meeting. We have enclosed a proxy card for you to use in which you can elect to appoint the officers of the Company named therein as your proxy.

### BENEFICIAL OWNER

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in “street name,” and these proxy materials are being forwarded to you by your bank, broker or other nominee who is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your bank, broker or other nominee on how to vote your shares and are also invited to attend the Annual General Meeting. However, since you are not the shareholder of record, you may only vote these shares in person at the Annual General Meeting if you follow the instructions described below under “*Admission to the Annual General Meeting*” and “*How do I vote?*” Your bank, broker or other nominee has enclosed a voting instruction card for you to use in directing your bank, broker or other nominee as to how to vote your shares, which may contain instructions for voting by telephone or electronically.

## How do I vote?

A proxy card is being sent to each shareholder of record as of the record date. If you hold your shares in the name of a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or nominee when voting your shares. Otherwise, you can vote in the following ways:

- **By Mail:** If you are a holder of record, you can vote by marking, dating and signing the appropriate proxy card and returning it by mail in the enclosed postage-paid envelope. If you beneficially own your ordinary shares, you can vote by following the instructions on your voting instruction card.
- **By Internet or Telephone:** You can vote over the Internet at [www.proxyvote.com](http://www.proxyvote.com) by following the instructions on the proxy card or the voting instruction card or in the Notice of Internet availability of proxy materials previously sent to you. If you are not a holder of record, you can vote using a touchtone telephone by calling 1-800-454-8683.
- **At the Annual General Meeting:** If you are planning to attend the Annual General Meeting and wish to vote your ordinary shares in person, we will give you a ballot at the meeting. Shareholders who own their shares in “street name” are not able to vote at the Annual General Meeting unless they have a proxy, executed in their favor, from the holder of record of their shares.

Even if you plan to be present at the Annual General Meeting, we encourage you to complete and mail the enclosed card to vote your ordinary shares by proxy. Telephone and Internet voting facilities for shareholders will be available 24 hours a day and will close at 11:59 p.m., Eastern Standard Time, on March 6, 2018.

### How do I appoint and vote via a proxy?

If you properly fill in your proxy card appointing an officer of the Company as your proxy and send it to us in time to vote, your proxy, meaning one of the individuals named on your proxy card, will vote your shares as you have directed. You may also grant a written proxy to any other person by filling in the proxy card and identifying the person, which person does not need to be a shareholder, or attend and vote in person at the Annual General Meeting. If you sign the proxy card but do not make specific choices, your proxy will vote your shares as recommended by the Board of Directors “FOR” each Director and “FOR” each of the agenda items listed above.

If a new agenda item or a new motion or proposal for an existing agenda item is presented to the Annual General Meeting, the Company officer acting as your proxy will vote in accordance with the recommendation of our Board of Directors. At the time we began printing this proxy statement, we knew of no matters that needed to be acted on at the Annual General Meeting other than those discussed in this proxy statement.

Whether or not you plan to attend the Annual General Meeting, we urge you to submit your proxy. Returning the proxy card or submitting your vote electronically will not affect your right to attend the Annual General Meeting. You must return your proxy cards by the times and dates set forth below under “Returning Your Proxy Card” in order for your vote to be counted.

### What if I return my proxy or voting instruction card but do not mark it to show how I am voting?

Your shares will be voted according to the specific instructions you have indicated on your proxy or voting instruction card. If you sign and return your proxy or voting instruction card but do not indicate specific instructions for voting, you instruct the proxy to vote your shares, “FOR” each Director and “FOR” all other proposals. For any other matter which may properly come before the Annual General Meeting, and any adjournment or postponement thereof, you instruct, by submitting proxies with blank voting instructions, the proxy to vote in accordance with the recommendation of the Board of Directors.

### May I change or revoke my vote after I return my proxy or voting instruction card?

You may change your vote before it is exercised by:

- If you voted by telephone or the Internet, submitting subsequent voting instructions through the telephone or Internet;
- Submitting another proxy card (or voting instruction card if you beneficially own your ordinary shares) with a later date; or
- If you are a holder of record, or a beneficial owner with a proxy from the holder of record, voting in person at the Annual General Meeting.

Your presence without voting at the meeting will not automatically revoke your proxy, and any revocation during the meeting will not affect votes previously taken. If you hold your shares in the name of a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or nominee in revoking your previously granted proxy.

## What does it mean if I receive more than one proxy or voting instruction card?

It means you have multiple accounts at the transfer agent and/or with banks and stockbrokers. Please vote all of your shares. Beneficial owners sharing an address who are receiving multiple copies of the proxy materials and Annual Report will need to contact their broker, bank or other nominee to request that only a single copy of each document be mailed to all shareholders at the shared address in the future. In addition, if you are the beneficial owner, but not the record holder, of our shares, your broker, bank or other nominee may deliver only one copy of the proxy statement and Annual Report to multiple shareholders who share an address unless that nominee has received contrary instructions from one or more of the shareholders. We will deliver promptly, upon written or oral request, a separate copy of the proxy statement and Annual Report to a shareholder at a shared address to which a single copy of the documents was delivered. Shareholders who wish to receive a separate written copy of the proxy statement, now or in the future, should submit their request to us by telephone at +353-21-423-5000 or by submitting a written request to Johnson Controls Shareholder Services, Johnson Controls International plc, One Albert Quay, Cork, Ireland.

## What vote is required to approve each proposal at the Annual General Meeting?

Johnson Controls intends to present proposals numbered one through eight for shareholder consideration and voting at the Annual General Meeting. The vote required to approve each proposal is described below:

1. By separate resolutions, to elect the following individuals as Directors for a period of one year, expiring at the end of the Company's Annual General Meeting of Shareholders in 2019:

(a) Michael E. Daniels	(b) W. Roy Dunbar	(c) Brian Duperreault
(d) Gretchen R. Haggerty	(e) Simone Menne	(f) George R. Oliver
(g) Juan Pablo del Valle Perochena	(h) Jürgen Tinggren	(i) Mark Vergnano
(j) R. David Yost	(k) John D. Young	

The election of each director nominee requires the affirmative vote of a majority of the votes properly cast (in person or by proxy) at the Annual General Meeting.

2. To ratify the appointment of PricewaterhouseCoopers LLP as the independent auditors of the Company and to authorize the Audit Committee of the Board of Directors to set the auditors' remuneration, which in each case, requires the affirmative vote of a majority of the votes properly cast (in person or by proxy) at the Annual General Meeting.
3. To authorize the Company and/or any subsidiary of the Company to make market purchases of Company shares, which requires the affirmative vote of a majority of the votes properly cast (in person or by proxy) at the Annual General Meeting.
4. To determine the price range at which the Company can re-allot shares that it holds as treasury shares (Special Resolution), which requires the affirmative vote of at least 75% of the votes properly cast (in person or by proxy) at the Annual General Meeting.
5. To approve, in a non-binding advisory vote, the compensation of the named executive officers, which will be considered approved with the affirmative vote of a majority of the votes properly cast (in person or by proxy) at the Annual General Meeting. The advisory vote on executive compensation is non-binding, meaning that our Board of Directors will not be obligated to take any compensation actions or to adjust our executive compensation programs or policies as a result of the vote.
6. To approve the authorization for the Board of Directors to issue shares up to 33% of its issued share capital, which requires the affirmative vote of a majority of the votes properly cast (in person or by proxy) at the Annual General Meeting.

7. To approve the authorization for the Board of Directors to issue shares for cash up to a maximum of approximately 5% of issued share capital (Special Resolution), which requires the affirmative vote of at least 75% of the votes properly cast (in person or by proxy) at the Annual General Meeting.
8. By separate resolutions to approve (a) a reduction of the Company's capital and (b) a clarifying amendment to the Company's Articles of Association to facilitate the capital reduction, (Special Resolutions) which each require the affirmative vote of at least 75% of the votes properly cast (in person or by proxy) at the Annual General Meeting.

### What is the quorum requirement for the Annual General Meeting?

In order to conduct any business at the Annual General Meeting, holders of a majority of Johnson Controls' ordinary shares which are outstanding and entitled to vote on the record date must be present in person or represented by valid proxies. This is called a quorum. Your shares will be counted for purposes of determining if there is a quorum, whether representing votes for, against or abstained, or broker non-votes, if you:

- are present and vote in person at the meeting;
- have voted by telephone or the Internet; OR
- you have submitted a proxy card or voting instruction form by mail.

### What is the effect of broker non-votes and abstentions?

Abstentions and broker non-votes are considered present for purposes of determining the presence of a quorum. Abstentions and broker non-votes will not be considered votes properly cast at the Annual General Meeting. Because the approval of all of the proposals is based on the votes properly cast at the Annual General Meeting, abstentions and broker non-votes will not have any effect on the outcome of voting on these proposals.

A broker non-vote occurs when a broker holding shares for a beneficial owner does not vote on a particular agenda item because the broker does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Although brokers have discretionary power to vote your shares with respect to "routine" matters, they do not have discretionary power to vote your shares on "non-routine" matters pursuant to the rules of The New York Stock Exchange (the "NYSE"). We believe the following proposals will be considered non-routine under NYSE rules and therefore your broker will not be able to vote your shares with respect to these proposals unless the broker receives appropriate instructions from you: Proposal No. 1 (Election of Directors) and Proposal No. 5 (Advisory Vote on Executive Compensation) Therefore your broker will not be able to vote your shares with respect to these proposals unless the broker receives appropriate instructions from you.

### How will voting on any other business be conducted?

Other than matters incidental to the conduct of the Annual General Meeting and those set forth in this proxy statement, we do not know of any business or proposals to be considered at the Annual General Meeting. If any other business is proposed and properly presented at the Annual General Meeting, the proxy holders must vote in accordance with the instructions given by the shareholder. You may specifically instruct the proxy holder how to vote in such a situation. In the absence of specific instructions, by signing the proxy, you instruct the proxy holder to vote in accordance with the recommendations of the Board of Directors.

## Important notice regarding the availability of proxy materials for the Annual General Meeting:

Our proxy statement for the Annual General Meeting and the form of proxy card are available at [www.proxyvote.com](http://www.proxyvote.com).

As permitted by SEC rules, we are making this proxy statement available to our shareholders electronically via the Internet. On January 19, 2018, we first mailed to our shareholders a Notice containing instructions on how to access this proxy statement and vote online. If you received a Notice by mail, you will not receive a printed copy of the proxy materials in the mail. Instead, the Notice instructs you on how to access and review all of the important information contained in the proxy statement. The Notice also instructs you on how you may submit your proxy over the Internet. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials contained on the Notice.

## Returning Your Proxy Card

Shareholders who are voting by mail should complete and return the proxy card as soon as possible. In order to assure that your proxy is received in time to be voted at the meeting, the proxy card must be completed in accordance with the instructions and received at one of the addresses set forth below by the dates and times specified:

### ***Ireland:***

*By 5:00 p.m., local time, on March 6, 2018 by hand or mail at:*

Johnson Controls International plc  
One Albert Quay  
Cork, Ireland

### ***United States:***

*By 5:00 p.m., Eastern Standard Time, on March 6, 2018 by mail at:*

Broadridge Financial Solutions  
c/o Vote Processing  
51 Mercedes Way  
Edgewood, NY 11717

If your shares are held beneficially in “street name,” you should return your proxy card or voting instruction card in accordance with the instructions on that card or as provided by the bank, brokerage firm or other nominee who holds Johnson Controls shares on your behalf.

## Admission to the Annual General Meeting

All shareholders are invited to attend the Annual General Meeting. For admission to the Annual General Meeting, shareholders of record should bring the admission ticket attached to the enclosed proxy card to the Registered Shareholders check-in area, where their ownership will be verified. Those who have beneficial ownership of shares held by a bank, brokerage firm or other nominee should come to the Beneficial Owners check-in area. Beneficial owners who wish to vote in person at the Annual General Meeting are requested to obtain a “legal proxy” executed in their favor, from their broker, bank,

nominee or other custodian that authorizes you to vote the shares held by them on your behalf. In addition, you must bring to the Annual General Meeting an account statement or letter from the broker, bank or other nominee indicating that you are the owner of the shares. Registration will begin at 2:00 pm, local time, and the Annual General Meeting will begin at 3:00 pm, local time.

## Johnson Controls Annual Report

The Johnson Controls International plc 2017 Annual Report containing our audited consolidated financial statements with accompanying notes is available on the Company's Web site in the Investor Relations Section at [www.johnsoncontrols.com](http://www.johnsoncontrols.com). Copies of these documents may be obtained without charge by contacting Johnson Controls by phone at +353-21-423-5000. Copies may also be obtained without charge by contacting Investor Relations in writing, or may be physically inspected, at the offices of Johnson Controls International plc, One Albert Quay, Cork, Ireland.

## Presentation of Irish Statutory Accounts

The Company's Irish Statutory Accounts for the fiscal year ended September 30, 2017, including the reports of the Directors and auditors thereon, will be presented at the Annual General Meeting. The Company's Irish Statutory Accounts have been approved by the Board of Directors of the Company. There is no requirement under Irish law that such statements be approved by shareholders, and no such approval will be sought at the Annual General Meeting. The Company's Irish Statutory Accounts are available with the proxy statement, the Company's Annual Report on Form 10-K and other proxy materials at [www.proxyvote.com](http://www.proxyvote.com), and in the Investor Relations section of the Company's website at [www.johnsoncontrols.com](http://www.johnsoncontrols.com).

## Costs of Solicitation

We will pay the cost of solicitation of proxies. We have engaged Mackenzie Partners as the proxy solicitor for the Annual General Meeting for an approximate fee of \$12,500, plus expenses. In addition to the use of the mails, certain of our Directors, officers or employees may solicit proxies by telephone or personal contact. Upon request, we will reimburse brokers, dealers, banks and trustees, or their nominees, for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of shares.

We are furnishing this proxy statement to our shareholders in connection with the solicitation of proxies by our Board of Directors for use at an Annual General Meeting of our shareholders. We are first mailing this proxy statement and the accompanying form of proxy to shareholders beginning on or about January 19, 2018.

## Shareholder Proposals for the 2019 Annual General Meeting

In accordance with the rules established by the SEC, as well as under the provisions of our Memorandum and Articles of Association, any shareholder proposal submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934 (the "Exchange Act") intended for inclusion in the proxy statement for next year's Annual General Meeting must be received by Johnson Controls no later than September 21, 2018. Such proposals should be sent to our Secretary at our registered address, which is: One Albert Quay, Cork, Ireland. To be included in the proxy statement, the proposal must comply with the requirements as to form and substance established by the SEC and our Articles of Association, and must be a proper subject for shareholder action under applicable law. Any shareholder proposal that is not submitted for inclusion in the proxy statement but is instead sought to be presented directly at the 2019 Annual General Meeting must be received by the Secretary at the



address listed above no earlier than December 5, 2018. Securities and Exchange Commission rules permit management to vote proxies in its discretion in certain cases if the shareholder does not comply with this deadline and in certain other cases notwithstanding the shareholder's compliance with this deadline.

New proposals or motions with regard to existing agenda items are not subject to such restrictions and can be made at the meeting by each shareholder attending or represented. Note that if specific voting instructions are not provided to the proxy, shareholders who submit a proxy card instruct the proxy to vote their shares in accordance with the recommendations of the Board of Directors with regard to the items appearing on the agenda.

## Where You Can Find More Information

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy these materials at the SEC reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on their public reference room. Our SEC filings are also available to the public at the SEC's Web site ([www.sec.gov](http://www.sec.gov)).

The SEC's Web site contains reports, proxy statements and other information regarding issuers, like us, that file electronically with the SEC. You may find our reports, proxy statements and other information at the SEC Web site. In addition, you can obtain reports and proxy statements and other information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

We maintain a Web site on the Internet at [www.johnsoncontrols.com](http://www.johnsoncontrols.com). We make available free of charge, on or through our Web site, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports, as soon as reasonably practicable after such material is filed with the SEC. This reference to our Internet address is for informational purposes only and shall not, under any circumstances, be deemed to incorporate the information available at such Internet address into this proxy.



## Security Ownership of Certain Beneficial Owners and Management

The following table sets forth the number of registered shares beneficially owned as of January 10, 2018 by each current director, each director nominee, each named executive officer and the directors and executive officers of Johnson Controls as a group.

Beneficial Owner	Title	Number of Ordinary Shares	Pct of Class	Cash Settled Stock Units <sup>(3)</sup>
		Beneficially Owned <sup>(1)(2)</sup>		
David P. Abney	Director	9,526	*	-
Natalie A. Black	Director	3,865	*	-
Michael E. Daniels	Director	64,841	*	-
Roy Dunbar	Director	2,810	*	-
Brian Duperreault	Director	28,842	*	-
Gretchen R. Haggerty	Director Nominee	-	*	-
William Jackson	Named Executive Officer	378,327	*	73,603
Simone Menne	Director Nominee	-	*	-
Alex A. Molinaroli	Former Chairman and CEO <sup>(4)</sup>	1,680,503	*	217,143
George R. Oliver	Chairman and CEO	2,672,646	*	-
Juan Pablo del Valle Perochena	Director	3,865	*	-
Brian Stief	Named Executive Officer	195,590	*	76,359
Jürgen Tinggren	Director	21,625	*	-
Mark Vergnano	Director	15,449	*	-
Joseph A. Walicki	Named Executive Officer	156,075	*	-
Jeffrey M. Williams	Named Executive Officer	233,519	*	-
R. David Yost	Director	46,786	*	-
John D. Young <sup>(5)</sup>	Director	1,037	*	-
All current Directors and executive officers as a group (20 persons)		3,975,163	*	-
* Less than 1.0%				

<sup>(1)</sup> The number shown reflects the number of ordinary shares owned beneficially as of January 10, 2018, based on information furnished by the persons named, public filings and Johnson Control's records. A person is deemed to be a beneficial owner of ordinary shares if he or she, either alone or with others, has the power to vote or to dispose of those ordinary shares. Except as otherwise indicated below and subject to applicable community property laws, each owner has sole voting and sole investment authority with respect to the shares listed. To the extent indicated in the notes below, ordinary shares beneficially owned by a person include ordinary shares of which the person has the right to acquire beneficial ownership within 60 days after January 10, 2018. There were approximately 926,123,000 Johnson Controls ordinary shares outstanding on such date.

<sup>(2)</sup> Includes the maximum number of shares for which these individuals can acquire beneficial ownership upon (i) the exercise of share options that are currently vested or will vest within 60 days of January 10, 2018 as follows: Mr. Jackson, 268,259; Mr. Molinaroli, 1,018,663; Mr. Oliver, 2,177,135; Mr. Stief, 174,019; Mr. Walicki, 110,100; and Mr. Williams, 198,051.

<sup>(3)</sup> Reflects ordinary share equivalents under deferred and equity based compensation plans. Each stock unit is intended to be the economic equivalent of one ordinary share of Johnson Controls

International plc ordinary share. Units are settled in the form of cash and are not settled in the form of ordinary shares. These amounts are not included in the amounts in the “Number of Ordinary Shares Beneficially Owned” column.

(4) Mr. Molinaroli left his role as Chairman and CEO effective September 1, 2017.

(5) Mr. Young became a director on December 7, 2017.

The following table sets forth the information indicated for persons or groups known to the Company to be beneficial owners of more than 5% of the outstanding ordinary shares.

<b><u>Name and Address of Beneficial Owner</u></b>	<b><u>Number of Ordinary Shares Beneficially Owned</u></b>	<b><u>Percentage of Ordinary Shares Outstanding</u></b>
Dodge & Cox, 555 California Street 40 <sup>th</sup> Floor San Francisco, CA 94104	74,394,418 <sup>(1)</sup>	8.04%
The Vanguard Group, 100 Vanguard Blvd., Malvern, PA 19355	57,509,967 <sup>(2)</sup>	6.13%
BlackRock, Inc., 55 East 52 <sup>nd</sup> Street, New York, NY 10055	56,082,625 <sup>(3)</sup>	6.00%
Capital Group Companies, 333 South Hope Street Los Angeles, CA 90071	47,105,396 <sup>(4)</sup>	5.05%

(1) Based solely on the information reported by Dodge & Cox in a Notification of Holdings under Irish law provided to the Company on December 29, 2017 and reporting ownership as of December 22, 2017, Dodge & Cox, together with its affiliates, held an interest in 65,273,649 ordinary shares.

(2) The amount shown for the number of ordinary shares over which The Vanguard Group exercised investment discretion was provided pursuant to the Schedule 13G/A filed February 24, 2017 with the SEC, indicating beneficial ownership as of December 31, 2016.

(3) The amount shown for the number of ordinary shares over which BlackRock, Inc. exercised investment discretion was provided pursuant to the Schedule 13G/A filed January 25, 2017 with the SEC, indicating beneficial ownership as of December 31, 2016.

(4) Based solely on the information reported by Capital Group Companies in a Notification of Holdings under Irish law provided to the Company on September 19, 2017 and reporting ownership as of September 18, 2017. On such date, Capital Group Companies, together with its affiliates, held an interest in 47,105,396 ordinary shares.

## Section 16(A) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and Directors and persons who beneficially own more than 10% of Johnson Controls' ordinary shares to file reports of ownership and changes in ownership of such ordinary shares with the SEC and NYSE. These persons are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. As a matter of practice, the Company's administrative staff assists officers and Directors in preparing initial reports of ownership and reports of changes in ownership and files those reports on their behalf. Based on the Company's review of the copies of such forms it has received, as well as information provided and representations made by the reporting persons, other than the exception noted below, Johnson Controls believes that all of its officers, Directors and beneficial owners of more than 10% of its ordinary shares complied with Section 16(a) during the Company's fiscal year ended September 30, 2017.

# ANNEX I

## Non-GAAP RECONCILIATIONS

### Financial Summary

In the first quarter of fiscal 2017, the Company began evaluating the performance of its business units primarily on segment earnings before interest, taxes and amortization (EBITA), which represents income from continuing operations before income taxes and noncontrolling interests, excluding general corporate expenses, intangible asset amortization, net financing charges, significant restructuring and impairment costs, and the net mark-to-market adjustments related to pension and postretirement plans. Historical information has been revised to present the comparable periods on a consistent basis. Also in the first quarter of fiscal 2017, the Company began reporting the Automotive Experience business as a discontinued operation, which required retrospective application to previously reported financial information. As a result, the segment EBITA amounts shown below are for continuing operations and exclude the Automotive Experience business. In addition, the financial results for the twelve months ended September 30, 2016 include only the September results for the Tyco business as the merger closed September 2, 2016.

(in millions; unaudited)

	Twelve Months Ended September 30,			
	2017		2016	
	Actual	Adjusted Non-GAAP	Actual	Adjusted Non-GAAP
Net sales <sup>(1)</sup>				
Building Technologies & Solutions	\$ 22,835	\$ 22,801	\$ 14,184	\$ 14,204
Power Solutions	7,337	7,337	6,653	6,653
Net sales	<u>\$ 30,172</u>	<u>\$ 30,138</u>	<u>\$ 20,837</u>	<u>\$ 20,857</u>
Segment EBITA <sup>(1)</sup>				
Building Technologies & Solutions	\$ 2,831	\$ 3,018	\$ 1,427	\$ 1,537
Power Solutions	1,427	1,428	1,327	1,336
Segment EBITA	4,258	4,446	2,754	2,873
Corporate expenses <sup>(2)</sup>	(768)	(465)	(607)	(367)
Amortization of intangible assets <sup>(3)</sup>	(489)	(382)	(116)	(111)
Mark-to-market gain (loss) for pension and postretirement plans <sup>(4)</sup>	420	-	(393)	-
Restructuring and impairment costs <sup>(5)</sup>	(367)	-	(288)	-
EBIT <sup>(6)</sup>	3,054	3,599	1,350	2,395
EBIT margin	10.1%	11.9%	6.5%	11.5%
Net financing charges <sup>(7)</sup>	(496)	(479)	(289)	(288)
Income from continuing operations before income taxes	2,558	3,120	1,061	2,107
Income tax provision <sup>(8)</sup>	(705)	(468)	(197)	(360)
Income from continuing operations	1,853	2,652	864	1,747
Income from continuing operations attributable to noncontrolling interests <sup>(9)</sup>	(199)	(193)	(132)	(169)
Net income from continuing operations attributable to JCI	<u>\$ 1,654</u>	<u>\$ 2,459</u>	<u>\$ 732</u>	<u>\$ 1,578</u>

<sup>(1)</sup> This document contains financial information regarding adjusted net sales, adjusted segment EBITA and adjusted segment EBITA margins, which are non-GAAP performance measures. The

Company's definition of adjusted segment EBITA excludes special items because these costs are not considered to be directly related to the underlying operating performance of its business units. Management believes these non-GAAP measures are useful to investors in understanding the ongoing operations and business trends of the Company.

The following is the twelve months ended September 30, 2017 and 2016 reconciliation of net sales, segment EBITA and segment EBITA margin as reported to adjusted net sales, adjusted segment EBITA and adjusted segment EBITA margin (unaudited):

(in millions)	Building Technologies & Solutions		Power Solutions		Consolidated JCI plc	
	2017	2016	2017	2016	2017	2016
<b>Net sales as reported</b>	\$ 22,835	\$ 14,184	\$ 7,337	\$ 6,653	\$ 30,172	\$ 20,837
Adjusting items:						
Nonrecurring purchase accounting impacts	(34)	20	-	-	(34)	20
Adjusted net sales	<u>\$ 22,801</u>	<u>\$ 14,204</u>	<u>\$ 7,337</u>	<u>\$ 6,653</u>	<u>\$ 30,138</u>	<u>\$ 20,857</u>
Segment EBITA as reported	\$ 2,831	\$ 1,427	\$ 1,427	\$ 1,327	\$ 4,258	\$ 2,754
Segment EBITA margin as reported	12.4%	10.1%	19.4%	19.9%	14.1%	13.2%
Adjusting items:						
Transaction costs	33	16	1	1	34	17
Integration costs	78	20	-	-	78	20
Nonrecurring purchase accounting impacts	26	69	-	-	26	69
Unfavorable arbitration award	50	-	-	-	50	-
Other	-	5	-	8	-	13
Adjusted segment EBITA	<u>\$ 3,018</u>	<u>\$ 1,537</u>	<u>\$ 1,428</u>	<u>\$ 1,336</u>	<u>\$ 4,446</u>	<u>\$ 2,873</u>
Adjusted segment EBITA margin	13.2%	10.8%	19.5%	20.1%	14.8%	13.8%

(2) Adjusted Corporate expenses for the twelve months ended September 30, 2017 exclude \$241 million of integration costs, \$58 million of transaction costs and \$4 million of separation costs. Adjusted Corporate expenses for the twelve months ended September 30, 2016 exclude \$184 million of transaction costs, \$51 million of separation costs and \$5 million of other costs.

(3) Adjusted amortization of intangible assets for the twelve months ended September 30, 2017 excludes \$107 million of nonrecurring asset amortization related to Tyco purchase accounting. Adjusted amortization of intangible assets for the twelve months ended September 30, 2016 excludes \$5 million of nonrecurring asset amortization related to Tyco purchase accounting.

(4) The twelve months ended September 30, 2017 pension and postretirement mark-to-market gain of \$420 million is excluded from the adjusted non-GAAP results. The twelve months ended September 30, 2016 pension and postretirement mark-to-market loss of \$393 million is excluded from the adjusted non-GAAP results.

(5) The twelve months ended September 30, 2017 restructuring and impairment costs of \$367 million are excluded from the adjusted non-GAAP results. The twelve months ended September 30, 2016 restructuring and impairment costs of \$288 million are excluded from the adjusted non-GAAP results.

- (6) Management defines earnings before interest and taxes (EBIT) as income from continuing operations before net financing charges, income taxes and noncontrolling interests.
- (7) Adjusted net financing charges for the twelve months ended September 30, 2017 exclude \$17 million of transaction costs related to the debt exchange offers. Adjusted net financing charges for the twelve months ended September 30, 2016 exclude \$1 million of integration costs.
- (8) Adjusted income tax provision for the twelve months ended September 30, 2017 excludes the non-cash tax charge of \$457 million related to establishment of a deferred tax liability on the outside basis difference of the Company's investment in certain subsidiaries of the Scott Safety business, pension and postretirement mark-to-market gain of \$126 million, change in the deferred tax liability related to the outside basis of certain nonconsolidated subsidiaries of \$53 million, change in assertion over permanently reinvested earnings of \$33 million and net valuation allowance adjustments in various legal entities of \$27 million, partially offset by the tax benefits of tax audit settlements of \$191 million, changes in entity tax status of \$101 million, restructuring and impairment costs of \$63 million, integration costs of \$57 million, Tyco nonrecurring purchase accounting impacts of \$35 million and transaction costs of \$12 million. Adjusted income tax provision for the twelve months ended September 30, 2016 excludes the tax benefits of loss on mark-to-market pension and postretirement of \$119 million, restructuring and impairment costs of \$76 million, Tyco nonrecurring purchase accounting impacts of \$20 million, transaction costs of \$18 million, other costs of \$4 million, integration costs of \$2 million and separation costs of \$1 million, partially offset by the tax provision of \$77 million due to the merger with Tyco.
- (9) Adjusted income from continuing operations attributable to noncontrolling interests for twelve months ended September 30, 2017 excludes the noncontrolling interest impact of \$4 million for mark-to-market pension gain and \$2 million for valuation allowance adjustments. Adjusted income from continuing operations attributable to noncontrolling interests for the twelve months ended September 30, 2016 excludes the noncontrolling interest impact of \$16 million for restructuring and impairment costs, \$11 million for mark-to-market pension loss and \$10 million for transaction/integration costs.

## 2016 Supplemental Combined Information

As a result of the reverse merger between JCI and Tyco, which closed on September 2, 2016, the Company is providing supplemental combined financial information. As supplemental information that management believes will be useful to investors, the Company has provided unaudited selected historical information which combines JCI's historical Building Efficiency business with historical Tyco results of operations as if these businesses had been operated together during the periods presented.

The merger is accounted for as a reverse acquisition with JCI considered to be acquiring Tyco for accounting purposes. As a result, the amounts reflected in Column A in the below table present the historical results of JCI, revised for the reporting changes described within footnote 1 above. The amounts in Column B reflect the impact of the special items, as set forth in the notes to the table and within footnote 1 above. The amounts in Column C reflect the inclusion of Tyco's historical results for the period prior to the merger on an adjusted basis.

For the avoidance of doubt, this supplemental combined information is not intended to be, and was not, prepared on a basis consistent with the unaudited pro forma condensed combined financial information in Exhibit 99.3 to the Company's Current Report on Form 8-K/A filed October 3, 2016 with the U.S. Securities and Exchange Commission (the "Pro Forma 8-K/A Filing"), which provides the pro forma financial information required by Item 9.01(b) of Form 8-K. The supplemental combined information is intentionally different from, but does not supersede, the pro forma financial information in the Pro Forma 8-K/A Filing.

In addition, the supplemental combined information does not purport to indicate the results that actually would have been obtained had the JCI and Tyco businesses been operated together on the basis of the new segment structure during the periods presented, or which may be realized in the future.

#### *Amounts Adjusted for Certain Special Items*

The supplemental combined information includes line items, such as net sales, income from continuing operations before income taxes, income tax provision, noncontrolling interest, net income and diluted EPS, that have been adjusted for the special items set forth in the notes to the table. Such amounts should be viewed in addition to, and not in lieu of, net sales, income from continuing operations before income taxes, income tax provision, noncontrolling interest, net income and diluted EPS and other financial measures on an unadjusted basis. In addition, per share amounts presented in the tables take into account the effects of (i) the issuance of ordinary shares to JCI shareholders in connection with the merger, and (ii) the consolidation of Tyco ordinary shares immediately prior to the merger. As a result, share counts reflect shares outstanding as of September 2, 2016 immediately following the consummation of the merger transaction.

The Company's management believes that these adjusted amounts, when considered together with the unadjusted amounts, provide information that is useful to investors in understanding period-over-period operating results separate and apart from items that may, or could, have a disproportionate positive or negative impact on results in any particular period. The Company's management also believes that these adjusted amounts enhance the ability of investors to analyze trends in the Company's underlying business and to better understand the Company's performance. In addition, the Company may utilize adjusted amounts as guides in forecasting, budgeting and long-term planning processes and to measure operating performance for compensation purposes. Adjusted amounts should be considered in addition to, and not as a substitute for, or superior to, unadjusted amounts.

(in millions, except per share data; unaudited)

	Twelve Months Ended September 30, 2016			
	A	B	C	D
<b>Net sales</b>				
Building Technologies & Solutions	\$ 14,184	\$ 20	\$ 8,712	\$ 22,916
Power Solutions	6,653	-	-	6,653
Net sales	<u>\$ 20,837</u>	<u>\$ 20</u>	<u>\$ 8,712</u>	<u>\$ 29,569</u>
<b>Income from continuing operations</b>				
Building Technologies & Solutions	\$ 1,427	\$ 110	\$ 1,365	\$ 2,902
Power Solutions	1,327	9	-	1,336
Segment EBITA	2,754	119	1,365	4,238
Corporate expenses	(607)	240	(174)	(541)
Amortization of intangible assets	(116)	5	(319)	(430)
Mark-to-market loss for pension and postretirement plans	(393)	393	-	-
Restructuring and impairment costs	(288)	288	-	-
EBIT	1,350	1,045	872	3,267
EBIT margin	6.5%			11.0%
Net financing charges	(289)	1	(161)	(449)
Income from continuing operations before income taxes	1,061	1,046	711	2,818
Income tax provision	(197)	(163)	(119)	(479)
Noncontrolling interest	(132)	(37)	3	(166)
Net income	<u>\$ 732</u>	<u>\$ 846</u>	<u>\$ 595</u>	<u>\$ 2,173</u>
Diluted weighted average shares	672.6			940
Diluted earnings per share	<u>\$ 1.09</u>			<u>\$ 2.31</u>



A—Johnson Controls, as reported.

B—Adjusted to exclude special items because these costs are not considered to be directly related to the underlying operating performance of the Company. Management believes these non-GAAP measures are useful to investors in better understanding the ongoing operations and business trends of the Company. The special items are described by line item in footnote 1 above. The income tax provision and noncontrolling interest adjustments are a result of the special items discussed in footnote 1.

C—Includes Tyco adjusted non-GAAP results for the eleven months ended September 2, 2016, as if the merger occurred October 1, 2015. Tyco's first three fiscal quarters of 2016 ended on the last Friday of December, March and June, while JCI's fiscal quarters ended on the last day of each such month. Because the historical statements of income of each company represent full and equivalent quarterly periods, no adjustments were made to align the fiscal quarters. The income tax provision also includes an adjustment to arrive at an annualized 17% tax rate for fiscal 2016 as a combined company.

D—Combined financial information as if the merger with Tyco was completed on October 1, 2015. Reflects annual 17% tax rate and 940 million share count.

## Diluted Earnings Per Share Reconciliation

This document contains financial information regarding adjusted earnings per share, which is a non-GAAP performance measure. The adjusting items include transaction/integration/separation costs, nonrecurring purchase accounting impacts related to the Tyco merger, mark-to-market gain or loss for pension and postretirement plans, restructuring and impairment costs, an unfavorable arbitration award and discrete tax items. The Company excludes these items because they are not considered to be directly related to the underlying operating performance of the Company. Management believes these non-GAAP measures are useful to investors in understanding the ongoing operations and business trends of the Company.



A reconciliation of diluted earnings per share as reported to diluted adjusted earnings per share for the respective periods is shown below (unaudited):

	Net Income Attributable to JCI plc		Net Income Attributable to JCI plc from Continuing Operations	
	Twelve Months Ended September 30,		Twelve Months Ended September 30,	
	2017	2016	2017	2016
Earnings (loss) per share as reported for JCI plc	\$ 1.71	\$ (1.29)	\$ 1.75	\$ 1.09
Adjusting items:				
Transaction costs	0.12	0.29	0.12	0.29
Related tax impact	(0.01)	(0.03)	(0.01)	(0.03)
Integration costs	0.34	0.03	0.34	0.03
Related tax impact	(0.06)	-	(0.06)	-
Separation costs	0.09	0.70	-	0.08
Related tax impact	-	(0.06)	-	-
Nonrecurring purchase accounting impacts	0.14	0.11	0.14	0.11
Related tax impact	(0.04)	(0.03)	(0.04)	(0.03)
Mark-to-market loss (gain) for pension and postretirement plans/settlement losses	(0.44)	0.75	(0.44)	0.58
Related tax impact	0.13	(0.22)	0.13	(0.18)
Restructuring and impairment costs	0.39	0.91	0.39	0.41
Related tax impact	(0.07)	(0.14)	(0.07)	(0.11)
Unfavorable arbitration award	0.05	-	0.05	-
Discrete tax items	0.32	2.93	0.30	0.11
Adjusted earnings per share for JCI plc*	\$ 2.67	\$ 3.94	\$ 2.60	\$ 2.35

\* May not sum due to rounding.

The following table reconciles the denominators used to calculate basic and diluted earnings per share for JCI plc (in millions; unaudited):

	Twelve Months Ended September 30,	
	2017	2016
<b>Weighted Average Shares Outstanding for JCI plc</b>		
Basic weighted average shares outstanding	935.3	667.4
Effect of dilutive securities:		
Stock options, unvested restricted stock and unvested performance share awards	9.3	5.2
Diluted weighted average shares outstanding	944.6	672.6

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended September 30, 2017  
OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For The Transition Period From \_\_\_\_\_ To \_\_\_\_\_  
Commission File Number 001-13836

# JOHNSON CONTROLS INTERNATIONAL PLC

(Exact name of registrant as specified in its charter)

**Ireland**

(Jurisdiction of Incorporation)

**98-0390500**

(I.R.S. Employer Identification No.)

**One Albert Quay  
Cork, Ireland**

(Address of principal executive offices)

**353-21-423-5000**

(Registrant's telephone number)

Securities Registered Pursuant to Section 12(b) of the Exchange Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Ordinary Shares, Par Value \$0.01	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Exchange Act: **None**

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	
Emerging growth company	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of March 31, 2017, the aggregate market value of Johnson Controls International plc Common Stock held by non-affiliates of the registrant was approximately \$39.5 billion based on the closing sales price as reported on the New York Stock Exchange. As of October 31, 2017, 925,435,012 ordinary shares, par value \$0.01 per share, were outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement to be delivered to shareholders in connection with the annual general meeting of shareholders to be held on March 7, 2018 are incorporated by reference into Part III.

**JOHNSON CONTROLS INTERNATIONAL PLC**

**Index to Annual Report on Form 10-K**

**Year Ended September 30, 2017**

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## **CAUTIONARY STATEMENTS FOR FORWARD-LOOKING INFORMATION**

Unless otherwise indicated, references to "Johnson Controls," the "Company," "we," "our" and "us" in this Annual Report on Form 10-K refer to Johnson Controls International plc and its consolidated subsidiaries.

The Company has made statements in this document that are forward-looking and therefore are subject to risks and uncertainties. All statements in this document other than statements of historical fact are, or could be, "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. In this document, statements regarding Johnson Controls' future financial position, sales, costs, earnings, cash flows, other measures of results of operations, synergies and integration opportunities, capital expenditures and debt levels are forward-looking statements. Words such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "should," "forecast," "project" or "plan" and terms of similar meaning are also generally intended to identify forward-looking statements. However, the absence of these words does not mean that a statement is not forward-looking. Johnson Controls cautions that these statements are subject to numerous important risks, uncertainties, assumptions and other factors, some of which are beyond Johnson Controls' control, that could cause Johnson Controls' actual results to differ materially from those expressed or implied by such forward-looking statements, including, among others, risks related to: any delay or inability of Johnson Controls to realize the expected benefits and synergies of recent portfolio transactions such as the merger with Tyco International plc ("Tyco"), the spin-off of Adient, changes in tax laws, regulations, rates, policies or interpretations, the loss of key senior management, the tax treatment of recent portfolio transactions, significant transaction costs and/or unknown liabilities associated with such transactions, the outcome of actual or potential litigation relating to such transactions, the risk that disruptions from recent transactions will harm Johnson Controls' business, the strength of the U.S. or other economies, automotive vehicle production levels, mix and schedules, energy and commodity prices, the availability of raw materials and component products, currency exchange rates, and cancellation of or changes to commercial arrangements. A detailed discussion of risks related to Johnson Controls' business is included in the section entitled "Risk Factors" (refer to Part I, Item 1A, of this Annual Report on Form 10-K). The forward-looking statements included in this document are only made as of the date of this document, unless otherwise specified, and, except as required by law, Johnson Controls assumes no obligation, and disclaims any obligation, to update such statements to reflect events or circumstances occurring after the date of this document.

### **PART I**

#### **ITEM 1**      **BUSINESS**

##### **General**

Johnson Controls International plc, headquartered in Cork, Ireland, is a global diversified technology and multi industrial leader serving a wide range of customers in more than 150 countries. The Company creates intelligent buildings, efficient energy solutions, integrated infrastructure and next generation transportation systems that work seamlessly together to deliver on the promise of smart cities and communities. The Company is committed to helping our customers win and creating greater value for all of its stakeholders through strategic focus on our buildings and energy growth platforms.

Johnson Controls was originally incorporated in the state of Wisconsin in 1885 as Johnson Electric Service Company to manufacture, install and service automatic temperature regulation systems for buildings. The Company was renamed to Johnson Controls, Inc. in 1974. In 1978, the Company acquired Globe-Union, Inc., a Wisconsin-based manufacturer of automotive batteries for both the replacement and original equipment markets. The Company entered the automotive seating industry in 1985 with the acquisition of Michigan-based Hoover Universal, Inc. In 2005, the Company acquired York International, a global supplier of heating, ventilating, air-conditioning ("HVAC") and refrigeration equipment and services. In 2014, the Company acquired Air Distribution Technologies, Inc. ("ADTi"), one of the largest independent providers of air distribution and ventilation products in North America. On October 1, 2015, the Company formed a joint venture with Hitachi to expand its building related product offerings.

In the fourth quarter of fiscal 2016, Johnson Controls, Inc. ("JCI Inc.") and Tyco completed their combination with JCI Inc. merging with a wholly owned, indirect subsidiary of Tyco (the "Merger"). Following the Merger, Tyco changed its name to "Johnson Controls International plc" and JCI Inc. is a wholly-owned subsidiary of Johnson Controls International plc. The Merger was accounted for as a reverse acquisition using the acquisition method of accounting in accordance with Accounting Standards Codification ("ASC") 805, "Business Combinations." JCI Inc. was the accounting acquirer for financial reporting purposes. Accordingly, the historical consolidated financial statements of JCI Inc. for periods prior to this transaction are considered to be the historic financial statements of the Company. Refer to Note 2, "Merger Transaction," of the notes to consolidated financial statements for additional information.

The acquisition of Tyco brings together best-in-class product, technology and service capabilities across controls, fire, security, HVAC, power solutions and energy storage, to serve various end-markets including large institutions, commercial buildings, retail,

industrial, small business and residential. The combination of the Tyco and Johnson Controls buildings platforms creates opportunities for near-term growth through cross-selling, complementary branch and channel networks, and expanded global reach for established businesses. The new Company benefits by combining innovation capabilities and pipelines involving new products, advanced solutions for smart buildings and cities, value-added services driven by advanced data and analytics and connectivity between buildings and energy storage through infrastructure integration.

On October 31, 2016, the Company completed the spin-off of its Automotive Experience business by way of the transfer of the Automotive Experience Business from Johnson Controls to Adient plc ("Adient") and the issuance of ordinary shares of Adient directly to holders of Johnson Controls ordinary shares on a pro rata basis. Prior to the open of business on October 31, 2016, each of the Company's shareholders received one ordinary share of Adient plc for every 10 ordinary shares of Johnson Controls held as of the close of business on October 19, 2016, the record date for the distribution. Company shareholders received cash in lieu of fractional shares of Adient, if any. Following the separation and distribution, Adient plc is now an independent public company trading on the New York Stock Exchange ("NYSE") under the symbol "ADNT". The Company did not retain any equity interest in Adient plc. Adient's historical financial statements are reflected in the Company's consolidated financial statements as a discontinued operation.

The Building Technologies & Solutions ("Buildings") business is a global market leader in engineering, developing, manufacturing and installing building products and systems around the world, including HVAC equipment, HVAC controls, energy-management systems, security systems, fire detection systems and fire suppression solutions. The Buildings business further serves customers by providing technical services (in the HVAC, security and fire-protection space), energy-management consulting and data-driven solutions via its recently launch data-enabled business. Finally, the Company is a North American market leader in residential air conditioning and heating systems and a global market leader in industrial refrigeration products.

The Power Solutions business is a leading global supplier of lead-acid automotive batteries for virtually every type of passenger car, light truck and utility vehicle. The Company serves both automotive original equipment manufacturers ("OEMs") and the general vehicle battery aftermarket. The Company also supplies advanced battery technologies to power start-stop, hybrid and electric vehicles.

## **Financial Information About Business Segments**

ASC 280, "Segment Reporting," establishes the standards for reporting information about segments in financial statements. In applying the criteria set forth in ASC 280, the Company has determined, effective with the segment reorganization described below, that it has five reportable segments for financial reporting purposes. The Company's five reportable segments are presented in the context of its two primary businesses - Building Technologies & Solutions and Power Solutions. Refer to Note 19, "Segment Information," of the notes to consolidated financial statements for financial information about business segments. For the purpose of the following discussion of the Company's businesses, the four Building Technologies & Solutions reportable segments are presented together due to their similar customers and the similar nature of their products, production processes and distribution channels.

Effective July 1, 2017, the Company reorganized the reportable segments within its Building Technologies & Solutions business to align with its new management reporting structure and business activities. Prior to this reorganization, Building Technologies & Solutions was comprised of five reportable segments for financial reporting purposes: Systems and Service North America, Products North America, Asia, Rest of World and Tyco. As a result of this change, Building Technologies & Solutions is now comprised of four reportable segments for financial reporting purposes: Building Solutions North America, Building Solutions EMEA/LA, Building Solutions Asia Pacific and Global Products. Refer to Note 7, "Goodwill and Other Intangible Assets," and Note 19, "Segment Information," of the notes to consolidated financial statements for further information.

## **Products/Systems and Services**

### ***Building Technologies & Solutions***

Building Technologies & Solutions sells its integrated control systems, security systems, fire-detection systems, equipment and services primarily through the Company's extensive global network of sales and service offices, with operations in approximately 60 countries. Significant sales are also generated through global third-party channels, such as distributors of air-conditioning, security, fire-detection and commercial HVAC systems. The Company's large base of current customers leads to significant repeat business for the retrofit and replacement markets. In addition, the new commercial construction market is also important. Trusted Buildings brands, such as YORK®, Hitachi Air Conditioning, *Metasys*®, Ansul, *Ruskin*®, Titus®, Frick®, PENN®, Sabroe®, Simplex® and Grinnell® give the Company the most diverse portfolio in the building technology industry.

In fiscal 2017, approximately 27% of its sales originated from its service offerings. In fiscal 2017, Building Technologies & Solutions accounted for 76% of the Company's consolidated net sales.

### ***Power Solutions***

Power Solutions services both automotive OEMs and the battery aftermarket by providing advanced battery technology, coupled with systems engineering, marketing and service expertise. The Company is the largest producer of lead-acid automotive batteries in the world, producing and distributing approximately 154 million lead-acid batteries annually in approximately 68 wholly- and majority-owned manufacturing or assembly plants, distribution centers and sales offices in 17 countries worldwide. Investments in new product and process technology have expanded product offerings to absorbent glass mat ("AGM") and enhanced flooded battery ("EFB") technologies that power start-stop vehicles, as well as lithium-ion battery technology for certain hybrid and electric vehicles. The business has also invested to develop sustainable lead and poly recycling operations in the North American and European markets. Approximately 76% of unit sales worldwide in fiscal 2017 were to the automotive replacement market, with the remaining sales to the OEM market.

Power Solutions accounted for 24% of the Company's fiscal 2017 consolidated net sales. Batteries and key components are manufactured at wholly- and majority-owned plants in North America, South America, Asia and Europe.

### **Competition**

#### ***Building Technologies & Solutions***

The Building Technologies & Solutions business conducts its operations through thousands of individual contracts that are either negotiated or awarded on a competitive basis. Key factors in the award of contracts include system and service performance, quality, price, design, reputation, technology, application engineering capability and construction or project management expertise. Competitors for HVAC equipment, security, fire-detection, fire suppression and controls in the residential and non-residential marketplace include many regional, national and international providers; larger competitors include Honeywell International, Inc.; Siemens Building Technologies, an operating group of Siemens AG; Schneider Electric SA; Carrier Corporation, a subsidiary of United Technologies Corporation; Trane Incorporated, a subsidiary of Ingersoll-Rand Company Limited; Daikin Industries, Ltd.; Lennox International, Inc.; GC Midea Holding Co, Ltd. and Gree Electric Appliances, Inc. In addition to HVAC equipment, Building Technologies & Solutions competes in a highly fragmented HVAC services market, which is dominated by local providers. The loss of any individual contract would not have a material adverse effect on the Company.

### ***Power Solutions***

Power Solutions is the principal supplier of batteries to many of the largest merchants in the battery aftermarket, including Advance Auto Parts, AutoZone, Robert Bosch GmbH, DAISA S.A., Costco, NAPA, O'Reilly/CSK, Interstate Battery System of America and Wal-Mart stores. Automotive batteries are sold throughout the world under private labels and under the Company's brand names (Optima®, Varta®, LTH® and Heliar®) to automotive replacement battery retailers and distributors and to automobile manufacturers as original equipment. The Power Solutions business competes with a number of major U.S. and non-U.S. manufacturers and distributors of lead-acid batteries, as well as a large number of smaller, regional competitors. The Power Solutions business primarily competes in the battery market with Exide Technologies, GS Yuasa Corporation, Camel Group Company Limited, East Penn Manufacturing Company and Banner Batteries GB Limited. The North American, European and Asian lead-acid battery markets are highly competitive. The manufacturers in these markets compete on price, quality, technical innovation, service and warranty.

### **Backlog**

The Company's backlog relating to the Building Technologies & Solutions business is applicable to its sales of systems and services. At September 30, 2017, the backlog was \$8.5 billion. The majority of the backlog relates to fiscal 2018. At September 30, 2016, the backlog was \$8.2 billion. The backlog amount outstanding at any given time is not necessarily indicative of the amount of revenue to be earned in the upcoming fiscal year.

### **Raw Materials**

Raw materials used by the businesses in connection with their operations, including lead, steel, tin, aluminum, urethane chemicals, brass, copper, sulfuric acid, polypropylene and certain fluorochemicals used in our fire suppression agents, were readily available during fiscal 2017, and the Company expects such availability to continue. In fiscal 2018, commodity prices could fluctuate throughout the year and could significantly affect the results of operations.



## **Intellectual Property**

Generally, the Company seeks statutory protection for strategic or financially important intellectual property developed in connection with its business. Certain intellectual property, where appropriate, is protected by contracts, licenses, confidentiality or other agreements.

The Company owns numerous U.S. and non-U.S. patents (and their respective counterparts), the more important of which cover those technologies and inventions embodied in current products or which are used in the manufacture of those products. While the Company believes patents are important to its business operations and in the aggregate constitute a valuable asset, no single patent, or group of patents, is critical to the success of the business. The Company, from time to time, grants licenses under its patents and technology and receives licenses under patents and technology of others.

The Company's trademarks, certain of which are material to its business, are registered or otherwise legally protected in the U.S. and many non-U.S. countries where products and services of the Company are sold. The Company, from time to time, becomes involved in trademark licensing transactions.

Most works of authorship produced for the Company, such as computer programs, catalogs and sales literature, carry appropriate notices indicating the Company's claim to copyright protection under U.S. law and appropriate international treaties.

## **Environmental, Health and Safety Matters**

Laws addressing the protection of the environment (environmental laws) and workers' safety and health (worker safety laws) govern the Company's ongoing global operations. They generally provide for civil and criminal penalties, as well as injunctive and remedial relief, for noncompliance or require remediation of sites where Company-related materials have been released into the environment.

The Company has expended substantial resources globally, both financial and managerial, to comply with environmental laws and worker safety laws and maintains procedures designed to foster and ensure compliance. Certain of the Company's businesses are, or have been, engaged in the handling or use of substances that may impact workplace health and safety or the environment. The Company is committed to protecting its workers and the environment against the risks associated with these substances.

The Company's operations and facilities have been, and in the future may become, the subject of formal or informal enforcement actions or proceedings for noncompliance with environmental laws and worker safety laws or for the remediation of Company-related substances released into the environment. Such matters typically are resolved with regulatory authorities through commitments to compliance, abatement or remediation programs and, in some cases, payment of penalties. See Item 3, "Legal Proceedings," of this report for a discussion of the Company's potential environmental liabilities.

## **Environmental Capital Expenditures**

The Company's ongoing environmental compliance program often results in capital expenditures. Environmental considerations are a part of all significant capital expenditure decisions; however, expenditures in fiscal 2017 related solely to environmental compliance were not material. It is management's opinion that the amount of any future capital expenditures related solely to environmental compliance will not have a material adverse effect on the Company's financial results or competitive position in any one year.

## **Government Regulation and Supervision**

The Company's operations are subject to numerous federal, state and local laws and regulations, both within and outside the U.S., in areas such as: consumer protection, government contracts, international trade, environmental protection, labor and employment, tax, licensing and others. For example, most U.S. states and non-U.S. jurisdictions in which the Company operates have licensing laws directed specifically toward the alarm and fire suppression industries. The Company's security businesses currently rely extensively upon the use of wireline and wireless telephone service to communicate signals. Wireline and wireless telephone companies in the U.S. are regulated by the federal and state governments. In addition, government regulation of fire safety codes can impact the Company's fire businesses. These and other laws and regulations impact the manner in which the Company conducts its business, and changes in legislation or government policies can affect the Company's worldwide operations, both favorably and unfavorably. For a more detailed description of the various laws and regulations that affect the Company's business, see Item 1A. Risk Factors.



## **Employees**

As of September 30, 2017, the Company employed approximately 121,000 people worldwide, of which approximately 44,000 were employed in the United States and approximately 77,000 were outside the United States. Approximately 25,000 employees are covered by collective bargaining agreements or works councils and we believe that our relations with the labor unions are generally good.

## **Seasonal Factors**

Certain of Building Technologies & Solutions sales are seasonal as the demand for residential air conditioning equipment generally increases in the summer months. This seasonality is mitigated by the other products and services provided by the Building Technologies & Solutions business that have no material seasonal effect.

## **Financial Information About Geographic Areas**

Refer to Note 19, "Segment Information," of the notes to consolidated financial statements for financial information about geographic areas.

## **Research and Development Expenditures**

Refer to Note 1, "Summary of Significant Accounting Policies," of the notes to consolidated financial statements for research and development expenditures.

## **Available Information**

The Company's filings with the U.S. Securities and Exchange Commission ("SEC"), including annual reports on Form 10-K, quarterly reports on Form 10-Q, definitive proxy statements on Schedule 14A, current reports on Form 8-K, and any amendments to those reports filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, are made available free of charge through the Investor Relations section of the Company's Internet website at <http://www.johnsoncontrols.com> as soon as reasonably practicable after the Company electronically files such material with, or furnishes it to, the SEC. Copies of any materials the Company files with the SEC can also be obtained free of charge through the SEC's website at <http://www.sec.gov>, at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549, or by calling the SEC's Office of Investor Education and Advocacy at 1-800-732-0330. The Company also makes available, free of charge, its Ethics Policy, Corporate Governance Guidelines, Board of Directors committee charters and other information related to the Company on the Company's Internet website or in printed form upon request. The Company is not including the information contained on the Company's website as a part of, or incorporating it by reference into, this Annual Report on Form 10-K.

## **ITEM 1A      RISK FACTORS**

### **Risks Relating to Business Operations**

**General economic, credit and capital market conditions could adversely affect our financial performance, our ability to grow or sustain our businesses and our ability to access the capital markets.**

We compete around the world in various geographic regions and product markets. Global economic conditions affect each of our primary businesses. As we discuss in greater detail in the specific risk factors for each of our businesses that appear below, any future financial distress in the industries and/or markets where we compete could negatively affect our revenues and financial performance in future periods, result in future restructuring charges, and adversely impact our ability to grow or sustain our businesses.

The capital and credit markets provide us with liquidity to operate and grow our businesses beyond the liquidity that operating cash flows provide. A worldwide economic downturn and/or disruption of the credit markets could reduce our access to capital necessary for our operations and executing our strategic plan. If our access to capital were to become significantly constrained, or if costs of capital increased significantly due to lowered credit ratings, prevailing industry conditions, the volatility of the capital markets or other factors; then our financial condition, results of operations and cash flows could be adversely affected.

**Some of the industries in which we operate are cyclical and, accordingly, demand for our products and services could be adversely affected by downturns in these industries.**

Much of the demand for installation of HVAC, security products, and fire detection and suppression solutions is driven by commercial and residential construction and industrial facility expansion and maintenance projects. Commercial and residential construction projects are heavily dependent on general economic conditions, localized demand for commercial and residential real estate and availability of credit. Commercial and residential real estate markets are prone to significant fluctuations in supply and demand. In addition, most commercial and residential real estate developers rely heavily on project financing in order to initiate and complete projects. Declines in real estate values could lead to significant reductions in the availability of project financing, even in markets where demand may otherwise be sufficient to support new construction. These factors could in turn hamper demand for new HVAC, fire detection and suppression and security installations.

Levels of industrial capital expenditures for facility expansions and maintenance turn on general economic conditions, economic conditions within specific industries we serve, expectations of future market behavior and available financing. Additionally, volatility in commodity prices can negatively affect the level of these activities and can result in postponement of capital spending decisions or the delay or cancellation of existing orders.

The businesses of many of our industrial customers, particularly oil and gas companies, chemical and petrochemical companies, mining and general industrial companies, are to varying degrees cyclical and have experienced periodic downturns. During such economic downturns, customers in these industries historically have tended to delay major capital projects, including greenfield construction, maintenance projects and upgrades. Additionally, demand for our products and services may be affected by volatility in energy and commodity prices and fluctuating demand forecasts, as our customers may be more conservative in their capital planning, which may reduce demand for our products and services. Although our industrial customers tend to be less dependent on project financing than real estate developers, disruptions in financial markets and banking systems could make credit and capital markets difficult for our customers to access, and could significantly raise the cost of new debt for our customers. Any difficulty in accessing these markets and the increased associated costs can have a negative effect on investment in large capital projects, including necessary maintenance and upgrades, even during periods of favorable end-market conditions.

Many of our customers outside of the industrial and commercial sectors, including governmental and institutional customers, have experienced budgetary constraints as sources of revenue have been negatively impacted by adverse economic conditions. These budgetary constraints have in the past and may in the future reduce demand for our products and services among governmental and institutional customers.

Reduced demand for our products and services could result in the delay or cancellation of existing orders or lead to excess capacity, which unfavorably impacts our absorption of fixed costs. This reduced demand may also erode average selling prices in the industries we serve. Any of these results could materially and adversely affect our business, financial condition, results of operations and cash flows.

**Decreased demand from our customers in the automotive industry may adversely affect our results of operations.**

Our financial performance in the Power Solutions business depends, in part, on conditions in the automotive industry. Sales to OEMs accounted for approximately 24% of the total sales of the Power Solutions business in fiscal 2017. Declines in the North American, European and Asian automotive production levels could reduce our sales and adversely affect our results of operations. In addition, if any OEMs reach a point where they cannot fund their operations, we may incur write-offs of accounts receivable, incur impairment charges or require additional restructuring actions beyond our current restructuring plans, which, if significant, would have a material adverse effect on our business and results of operations.

**An inability to successfully respond to competition and pricing pressure from other companies in the Power Solutions business may adversely impact our business.**

Our Power Solutions business competes with a number of major U.S. and non-U.S. manufacturers and distributors of lead-acid batteries, as well as a large number of smaller, regional competitors. The North American, European and Asian lead-acid battery markets are highly competitive. The manufacturers in these markets compete on price, quality, technical innovation, service and warranty. If we are unable to remain competitive and maintain market share in the regions and markets we serve, our business, financial condition and results of operations may be adversely affected.

**Volatility in commodity prices may adversely affect our results of operations.**

Increases in commodity costs can negatively impact the profitability of orders in backlog as prices on such orders are typically fixed; therefore, in the short-term we cannot adjust for changes in certain commodity prices. In these cases, if we are not able to recover commodity cost increases through price increases to our customers on new orders, then such increases will have an adverse effect on our results of operations. In cases where commodity price risk cannot be naturally offset or hedged through supply based fixed price contracts, we use commodity hedge contracts to minimize overall price risk associated with our anticipated commodity purchases. Unfavorability in our hedging programs during a period of declining commodity prices could result in lower margins as we reduce prices to match the market on a fixed commodity cost level. Additionally, to the extent we do not or are unable to hedge certain commodities and the commodity prices substantially increase, such increases will have an adverse effect on our results of operations.

In our Power Solutions business, lead is a major component of lead-acid batteries, and the price of lead may be highly volatile. We attempt to manage the impact of changing lead prices through the recycling of used batteries returned to us by our aftermarket customers, commercial terms and commodity hedging programs. Our ability to mitigate the impact of lead price changes can be impacted by many factors, including customer negotiations, inventory level fluctuations and sales volume/mix changes, any of which could have an adverse effect on our results of operations.

**We rely on our global direct installation channel for a significant portion of our revenue. Failure to maintain and grow the installed base resulting from direct channel sales could adversely affect our business.**

Unlike many of our competitors, the Company relies on a direct sales channel for a substantial portion of our revenue. The direct channel provides for the installation of fire and security solutions, and HVAC equipment manufactured by the Company. This represents a significant distribution channel for our products, creates a large installed base of our fire and security solutions, and HVAC equipment, and creates opportunities for longer term service and monitoring revenue. If we are unable to maintain or grow this installation business, whether due to changes in economic conditions, a failure to anticipate changing customer needs, a failure to introduce innovative or technologically advanced solutions, or for any other reason, our installation revenue could decline, which could in turn adversely impact our product pull through and our ability to grow service and monitoring revenue.

**Our future growth is dependent upon our ability to develop or acquire new technologies that achieve market acceptance with acceptable margins.**

Our future success depends on our ability to develop or acquire, manufacture and bring competitive, and increasingly complex, products and services to market quickly and cost-effectively. Our ability to develop or acquire new products and services requires the investment of significant resources. These acquisitions and development efforts divert resources from other potential investments in our businesses, and they may not lead to the development of new technologies, products or services on a timely basis. Moreover, as we introduce new products, we may be unable to detect and correct defects in the design of a product or in its application to a specified use, which could result in loss of sales or delays in market acceptance. Even after introduction, new or enhanced products may not satisfy customer preferences and product failures may cause customers to reject our products. As a result, these products may not achieve market acceptance and our brand image could suffer. In addition, the markets for our products and services may not develop or grow as we anticipate. As a result, the failure of our technology, products or services to gain market acceptance, the potential for product defects, product quality issues, or the obsolescence of our products and services could significantly reduce our revenues, increase our operating costs or otherwise materially and adversely affect our business, financial condition, results of operations and cash flows.

**Risks associated with our non-U.S. operations could adversely affect our business, financial condition and results of operations.**

We have significant operations in a number of countries outside the U.S., some of which are located in emerging markets. Long-term economic uncertainty in some of the regions of the world in which we operate, such as Asia, South America, the Middle East, Europe and emerging markets, could result in the disruption of markets and negatively affect cash flows from our operations to cover our capital needs and debt service requirements.

In addition, as a result of our global presence, a significant portion of our revenues and expenses is denominated in currencies other than the U.S. dollar. We are therefore subject to non-U.S. currency risks and non-U.S. exchange exposure. While we employ financial instruments to hedge some of our transactional foreign exchange exposure, these activities do not insulate us completely from those exposures. Exchange rates can be volatile and a substantial weakening of foreign currencies against the U.S. dollar could reduce our profit margin in various locations outside of the U.S. and adversely impact the comparability of results from period to period.

There are other risks that are inherent in our non-U.S. operations, including the potential for changes in socio-economic conditions, laws and regulations, including anti-trust, import, export, labor and environmental laws, and monetary and fiscal policies; protectionist measures that may prohibit acquisitions or joint ventures, or impact trade volumes; unsettled political conditions; government-imposed plant or other operational shutdowns; backlash from foreign labor organizations related to our restructuring actions; corruption; natural and man-made disasters, hazards and losses; violence, civil and labor unrest, and possible terrorist attacks.

These and other factors may have a material adverse effect on our non-U.S. operations and therefore on our business and results of operations.

**Our businesses operate in regulated industries and are subject to a variety of complex and continually changing laws and regulations.**

Our operations and employees are subject to various U.S. federal, state and local licensing laws, codes and standards and similar foreign laws, codes, standards and regulations. Changes in laws or regulations could require us to change the way we operate or to utilize resources to maintain compliance, which could increase costs or otherwise disrupt operations. In addition, failure to comply with any applicable laws or regulations could result in substantial fines or revocation of our operating permits and licenses. For example, we were subject to investigation by the European Commission related to European lead recyclers' procurement practices from 2012 to 2017. Although we were not fined in connection with such investigation, competition or other regulatory investigations can continue for several years, be costly to defend and can result in substantial fines. If laws and regulations were to change or if we or our products failed to comply, our business, financial condition and results of operations could be adversely affected.

Due to the international scope of our operations, the system of laws and regulations to which we are subject is complex and includes regulations issued by the U.S. Customs and Border Protection, the U.S. Department of Commerce's Bureau of Industry and Security, the U.S. Treasury Department's Office of Foreign Assets Control and various non U.S. governmental agencies, including applicable export controls, anti-trust, customs, currency exchange control and transfer pricing regulations, and laws regulating the foreign ownership of assets. No assurances can be made that we will continue to be found to be operating in compliance with, or be able to detect violations of, any such laws or regulations. In addition, we cannot predict the nature, scope or effect of future regulatory requirements to which our international operations might be subject or the manner in which existing laws might be administered or interpreted.

**We could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and similar anti-bribery laws around the world.**

The U.S. Foreign Corrupt Practices Act (the "FCPA"), the U.K. Bribery Act and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to government officials or other persons for the purpose of obtaining or retaining business. Recent years have seen a substantial increase in anti-bribery law enforcement activity, with more frequent and aggressive investigations and enforcement proceedings by both U.S. and non-U.S. regulators, and increases in criminal and civil proceedings brought against companies and individuals. Our policies mandate compliance with these anti-bribery laws. We operate in many parts of the world that are recognized as having governmental and commercial corruption and local customs and practices that can be inconsistent with anti-bribery laws. We cannot assure you that our internal control policies and procedures will always protect us from reckless or criminal acts committed by our employees or third party intermediaries. In the event that we believe or have reason to believe that our employees or agents have or may have violated applicable anti-corruption laws, or if we are subject to allegations of any such violations, we may be required to investigate or have outside counsel investigate the relevant facts and circumstances, which can be expensive and require significant time and attention from senior management. Violations of these laws may result in criminal or civil sanctions, which could disrupt our business and result in a material adverse effect on our reputation, business, results of operations or financial condition. In addition, we could be subject to commercial impacts such as lost revenue from customers who decline to do business with us as a result of such compliance matters, or we could be subject to lawsuits brought by private litigants, each of which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

**We are subject to risks arising from regulations applicable to companies doing business with the U.S. government.**

Our customers include many U.S. federal, state and local government authorities. Doing business with the U.S. government and state and local authorities subjects us to unusual risks, including dependence on the level of government spending and compliance with and changes in governmental procurement and security regulations. Agreements relating to the sale of products to government entities may be subject to termination, reduction or modification, either at the convenience of the government or for failure to

perform under the applicable contract. We are subject to potential government investigations of business practices and compliance with government procurement and security regulations, which can be expensive and burdensome. If we were charged with wrongdoing as a result of an investigation, we could be suspended from bidding on or receiving awards of new government contracts, which could have a material adverse effect on the Company's results of operations. In addition, various U.S. federal and state legislative proposals have been made that would deny governmental contracts to U.S. companies that have moved their corporate location abroad. We are unable to predict the likelihood that, or final form in which, any such proposed legislation might become law, the nature of regulations that may be promulgated under any future legislative enactments, or the effect such enactments and increased regulatory scrutiny may have on our business.

**Infringement or expiration of our intellectual property rights, or allegations that we have infringed the intellectual property rights of third parties, could negatively affect us.**

We rely on a combination of trademarks, trade secrets, patents, copyrights, know-how, confidentiality provisions and licensing arrangements to establish and protect our proprietary rights. We cannot guarantee, however, that the steps we have taken to protect our intellectual property will be adequate to prevent infringement of our rights or misappropriation of our technology, trade secrets or know-how. For example, effective patent, trademark, copyright and trade secret protection may be unavailable or limited in some of the countries in which we operate. In addition, while we generally enter into confidentiality agreements with our employees and third parties to protect our trade secrets, know-how, business strategy and other proprietary information, such confidentiality agreements could be breached or otherwise may not provide meaningful protection for our trade secrets and know-how related to the design, manufacture or operation of our products. If it became necessary for us to resort to litigation to protect our intellectual property rights, any proceedings could be burdensome and costly, and we may not prevail. Further, adequate remedies may not be available in the event of an unauthorized use or disclosure of our trade secrets and manufacturing expertise. Finally, for those products in our portfolio that rely on patent protection, once a patent has expired, the product is generally open to competition. Products under patent protection usually generate significantly higher revenues than those not protected by patents. If we fail to successfully enforce our intellectual property rights, our competitive position could suffer, which could harm our business, financial condition, results of operations and cash flows.

In addition, we are, from time to time, subject to claims of intellectual property infringement by third parties, including practicing entities and non-practicing entities. Regardless of the merit of such claims, responding to infringement claims can be expensive and time-consuming, and the litigation process is subject to inherent uncertainties, and we may not prevail in litigation matters regardless of the merits of our position. Intellectual property lawsuits or claims may become extremely disruptive if the plaintiffs succeed in blocking the trade of our products and services and they may have a material adverse effect on our business, financial condition, results of operations and cash flows.

**Global climate change could negatively affect our business.**

Increased public awareness and concern regarding global climate change may result in more regional and/or federal requirements to reduce or mitigate the effects of greenhouse gas emissions. There continues to be a lack of consistent climate legislation, which creates economic and regulatory uncertainty. Such regulatory uncertainty extends to incentives, that if discontinued, could adversely impact the demand for energy efficient buildings and batteries for energy efficient vehicles, and could increase costs of compliance. These factors may impact the demand for our products, obsolescence of our products and our results of operations.

There is a growing consensus that greenhouse gas emissions are linked to global climate changes. Climate changes, such as extreme weather conditions, create financial risk to our business. For example, the demand for our products and services, such as residential air conditioning equipment and automotive replacement batteries, may be affected by unseasonable weather conditions. Climate changes could also disrupt our operations by impacting the availability and cost of materials needed for manufacturing and could increase insurance and other operating costs. These factors may impact our decisions to construct new facilities or maintain existing facilities in areas most prone to physical climate risks. The Company could also face indirect financial risks passed through the supply chain, and process disruptions due to physical climate changes could result in price modifications for our products and the resources needed to produce them.

**Potential liability for environmental contamination could result in substantial costs**

We have projects underway at multiple current and former manufacturing facilities to investigate and remediate environmental contamination resulting from past operations by us or by other businesses that previously owned or used the properties. These projects relate to a variety of activities, including solvent, oil, metal, lead and other hazardous substance contamination cleanup; and structure decontamination and demolition, including asbestos abatement. Because of uncertainties associated with environmental regulation and environmental remediation activities at sites where we may be liable, future expenses that we may



incur to remediate identified sites could be considerably higher than the current accrued liability on our consolidated statements of financial position, which could have a material adverse effect on our business and results of operations.

**We are subject to requirements relating to environmental and safety regulations and environmental remediation matters, including those related to the manufacturing and recycling of lead-acid batteries, which could adversely affect our business, results of operation and reputation.**

We are subject to numerous federal, state and local environmental laws and regulations governing, among other things, solid and hazardous waste storage, treatment and disposal, and remediation of releases of hazardous materials, including as it pertains to lead, the primary material used in the manufacture of lead-acid batteries. There are significant capital, operating and other costs associated with compliance with these environmental laws and regulations. Environmental laws and regulations may become more stringent in the future, which could increase costs of compliance or require us to manufacture with alternative technologies and materials.

Federal, state and local authorities also regulate a variety of matters, including, but not limited to, health, safety and permitting in addition to the environmental matters discussed above. New legislation and regulations may require the Company to make material changes to its operations, resulting in significant increases to the cost of production.

**We are party to asbestos-related product litigation that could adversely affect our financial condition, results of operations and cash flows.**

We and certain of our subsidiaries, along with numerous other third parties, are named as defendants in personal injury lawsuits based on alleged exposure to asbestos containing materials. These cases typically involve product liability claims based primarily on allegations of manufacture, sale or distribution of industrial products that either contained asbestos or were used with asbestos containing components. We cannot predict with certainty the extent to which we will be successful in litigating or otherwise resolving lawsuits in the future and we continue to evaluate different strategies related to asbestos claims filed against us including entity restructuring and judicial relief. Unfavorable rulings, judgments or settlement terms could have a material adverse impact on our business and financial condition, results of operations and cash flows.

The amounts we have recorded for asbestos-related liabilities and insurance-related assets in the consolidated statements of financial position are based on our current strategy for resolving asbestos claims, currently available information, and a number of variables, estimates and assumptions. Key variables and assumptions include the number and type of new claims that are filed each year, the average cost of resolution of claims, the identity of defendants and the resolution of coverage issues with insurance carriers, amount of insurance, and the solvency risk with respect to the Company's insurance carriers. Many of these factors are closely linked, such that a change in one variable or assumption will impact one or more of the others, and no single variable or assumption predominately influences the determination of the Company's asbestos-related liabilities and insurance-related assets. Furthermore, predictions with respect to these variables are subject to greater uncertainty in the later portion of the projection period. Other factors that may affect the Company's liability and cash payments for asbestos-related matters include uncertainties surrounding the litigation process from jurisdiction to jurisdiction and from case to case, reforms of state or federal tort legislation and the applicability of insurance policies among subsidiaries. As a result, actual liabilities or insurance recoveries could be significantly higher or lower than those recorded if assumptions used in our calculations vary significantly from actual results. If actual liabilities are significantly higher than those recorded, the cost of resolving such liabilities could have a material adverse effect on our financial position, results of operations or cash flows.

**Risks related to our defined benefit retirement plans may adversely impact our results of operations and cash flow.**

Significant changes in actual investment return on defined benefit plan assets, discount rates, mortality assumptions and other factors could adversely affect our results of operations and the amounts of contributions we must make to our defined benefit plans in future periods. Because we mark-to-market our defined benefit plan assets and liabilities on an annual basis, large non-cash gains or losses could be recorded in the fourth quarter of each fiscal year or when a remeasurement event occurs. Generally accepted accounting principles in the U.S. require that we calculate income or expense for the plans using actuarial valuations. These valuations reflect assumptions about financial markets and interest rates, which may change based on economic conditions. Funding requirements for our defined benefit plans are dependent upon, among other factors, interest rates, underlying asset returns and the impact of legislative or regulatory changes related to defined benefit funding obligations. For a discussion regarding the significant assumptions used to determine net periodic benefit cost, refer to "Critical Accounting Estimates and Policies" included in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

**We may be unable to realize the expected benefits of our restructuring actions, which could adversely affect our profitability and operations.**

To align our resources with our growth strategies, operate more efficiently and control costs, we periodically announce restructuring plans, which may include workforce reductions, global plant closures and consolidations, asset impairments and other cost reduction initiatives. We may undertake additional restructuring actions and workforce reductions in the future. As these plans and actions are complex, unforeseen factors could result in expected savings and benefits to be delayed or not realized to the full extent planned, and our operations and business may be disrupted.

**Negative or unexpected tax consequences could adversely affect our results of operations.**

Adverse changes in the underlying profitability and financial outlook of our operations in several jurisdictions could lead to additional changes in our valuation allowances against deferred tax assets and other tax reserves on our statement of financial position, and the future sale of certain businesses could potentially result in the repatriation of accumulated foreign earnings that could materially and adversely affect our results of operations. Additionally, changes in tax laws in the U.S., Ireland or in other countries where we have significant operations could materially affect deferred tax assets and liabilities on our consolidated statements of financial position and our income tax provision in our consolidated statements of income.

We are also subject to tax audits by governmental authorities. Negative unexpected results from one or more such tax audits could adversely affect our results of operations.

**Future changes in U.S. tax law could adversely affect us or our affiliates.**

In November 2017, a bill entitled the "Tax Cuts and Jobs Act" was introduced before the U.S. House of Representatives (together with amendments and with markups produced by committees of the U.S. House of Representatives and the U.S. Senate, the "TCJA"). If enacted in its present form, the TCJA could have a significant adverse effect on the U.S. federal income taxation of our and our affiliates' operations, including by limiting or eliminating various deductions or credits (including interest expense deductions and deductions relating to employee compensation), imposing taxes on certain cross-border payments or transfers, imposing taxes on certain earnings of non-U.S. entities on a current basis, changing the timing of the recognition of income or its character, limiting asset basis under certain circumstances, and imposing additional corporate taxes under certain circumstances to combat perceived base erosion issues, among other changes.

The TCJA is subject to ongoing discussion and amendment and may or may not be enacted in its current form, or with retroactive or prospective effect. The TCJA, or any related, similar or amended legislation or other changes in U.S. federal income tax laws could adversely affect the U.S. federal income taxation of our and our affiliates' ongoing operations and may also adversely affect the integration efforts relating to, and potential synergies from, past strategic transactions, as described below. Any such changes and related consequences could have a material adverse impact on our financial results.

**Legal proceedings in which we are, or may be, a party may adversely affect us.**

We are currently, and may in the future, become subject to legal proceedings and commercial or contractual disputes. These are typically claims that arise in the normal course of business including, without limitation, commercial or contractual disputes with our suppliers, intellectual property matters, third party liability, including product liability claims and employment claims. We have also been named as a defendant in a number of actions where third party use of our products has allegedly resulted in contamination to groundwater and drinking water supplies. Plaintiffs in these cases are generally seeking damages for personal injuries, medical monitoring and diminution in property values, and are also seeking punitive damages and injunctive relief to address remediation of the alleged contamination. There is a possibility that such claims may have an adverse impact on our results of operations that is greater than we anticipate and/or negatively affect our reputation. See "Item 3. Legal Proceedings" in this Annual Report on Form 10-K a further discussion of these matters.

**A downgrade in the ratings of our debt could restrict our ability to access the debt capital markets and increase our interest costs.**

Unfavorable changes in the ratings that rating agencies assign to our debt may ultimately negatively impact our access to the debt capital markets and increase the costs we incur to borrow funds. If ratings for our debt fall below investment grade, our access to the debt capital markets would become restricted. Future tightening in the credit markets and a reduced level of liquidity in many financial markets due to turmoil in the financial and banking industries could affect our access to the debt capital markets or the price we pay to issue debt. Historically, we have relied on our ability to issue commercial paper rather than to draw on our credit



facility to support our daily operations, which means that a downgrade in our ratings or volatility in the financial markets causing limitations to the debt capital markets could have an adverse effect on our business or our ability to meet our liquidity needs.

Additionally, several of our credit agreements generally include an increase in interest rates if the ratings for our debt are downgraded. Further, an increase in the level of our indebtedness may increase our vulnerability to adverse general economic and industry conditions and may affect our ability to obtain additional financing.

**The potential insolvency or financial distress of third parties could adversely impact our business and results of operations.**

We are exposed to the risk that third parties to various arrangements who owe us money or goods and services, or who purchase goods and services from us, will not be able to perform their obligations or continue to place orders due to insolvency or financial distress. If third parties fail to perform their obligations under arrangements with us, we may be forced to replace the underlying commitment at current or above market prices or on other terms that are less favorable to us. In such events, we may incur losses, or our results of operations, financial condition or liquidity could otherwise be adversely affected.

**We may be unable to complete or integrate acquisitions or joint ventures effectively, which may adversely affect our growth, profitability and results of operations.**

We expect acquisitions of businesses and assets, as well as joint ventures (or other strategic arrangements), to play a role in our future growth. We cannot be certain that we will be able to identify attractive acquisition or joint venture targets, obtain financing for acquisitions on satisfactory terms, successfully acquire identified targets or form joint ventures, or manage the timing of acquisitions with capital obligations across our businesses. Additionally, we may not be successful in integrating acquired businesses or joint ventures into our existing operations and achieving projected synergies which could result in impairment of assets, including goodwill and acquired intangible assets. Given the significance of the Company's recent acquisitions, the goodwill and intangible assets recorded were significant and impairment of such assets could result in a material adverse impact on our financial condition and results of operation. Competition for acquisition opportunities in the various industries in which we operate may rise, thereby increasing our costs of making acquisitions or causing us to refrain from making further acquisitions. If we were to use equity securities to finance a future acquisition, our then-current shareholders would experience dilution. We are also subject to applicable antitrust laws and must avoid anticompetitive behavior. These and other factors related to acquisitions and joint ventures may negatively and adversely impact our growth, profitability and results of operations.

**Risks associated with joint venture investments may adversely affect our business and financial results.**

We have entered into several joint ventures and we may enter into additional joint ventures in the future. Our joint venture partners may at any time have economic, business or legal interests or goals that are inconsistent with our goals or with the goals of the joint venture. In addition, we may compete against our joint venture partners in certain of our other markets. Disagreements with our business partners may impede our ability to maximize the benefits of our partnerships. Our joint venture arrangements may require us, among other matters, to pay certain costs or to make certain capital investments or to seek our joint venture partner's consent to take certain actions. In addition, our joint venture partners may be unable or unwilling to meet their economic or other obligations under the operative documents, and we may be required to either fulfill those obligations alone to ensure the ongoing success of a joint venture or to dissolve and liquidate a joint venture. These risks could result in a material adverse effect on our business and financial results.

**We are subject to business continuity risks associated with centralization of certain administrative functions.**

We have been regionally centralizing certain administrative functions, primarily in North America, Europe and Asia, to improve efficiency and reduce costs. To the extent that these central locations are disrupted or disabled, key business processes, such as invoicing, payments and general management operations, could be interrupted, which could have an adverse impact on our business.

**A failure of our information technology (IT) and data security infrastructure could adversely impact our business and operations.**

We rely upon the capacity, reliability and security of our IT and data security infrastructure and our ability to expand and continually update this infrastructure in response to the changing needs of our business. As we implement new systems or integrate existing systems, they may not perform as expected. We also face the challenge of supporting our older systems and implementing necessary upgrades. If we experience a problem with the functioning of an important IT system or a security breach of our IT systems, including during system upgrades and/or new system implementations, the resulting disruptions could have an adverse effect on our business.

We and certain of our third-party vendors receive and store personal information in connection with our human resources operations and other aspects of our business. Despite our implementation of security measures, our IT systems, like those of other companies, are vulnerable to damages from computer viruses, natural disasters, unauthorized access, cyber attack and other similar disruptions. Any system failure, accident or security breach could result in disruptions to our operations. A material network breach in the security of our IT systems could include the theft of our intellectual property, trade secrets, customer information, human resources information or other confidential matter. To the extent that any disruptions or security breach results in a loss or damage to our data, or an inappropriate disclosure of confidential, proprietary or customer information, it could cause significant damage to our reputation, affect our relationships with our customers, lead to claims against the Company and ultimately harm our business. In addition, we may be required to incur significant costs to protect against damage caused by these disruptions or security breaches in the future.

**A material disruption of our operations, particularly at our monitoring and/or manufacturing facilities, could adversely affect our business.**

If our operations, particularly at our monitoring facilities and/or manufacturing facilities, were to be disrupted as a result of significant equipment failures, natural disasters, power outages, fires, explosions, terrorism, sabotage, adverse weather conditions, public health crises, labor disputes or other reasons, we may be unable to effectively respond to alarm signals, fill customer orders and otherwise meet obligations to or demand from our customers, which could adversely affect our financial performance.

Interruptions in production could increase our costs and reduce our sales. Any interruption in production capability could require us to make substantial capital expenditures or purchase alternative material at higher costs to fill customer orders, which could negatively affect our profitability and financial condition. We maintain property damage insurance that we believe to be adequate to provide for reconstruction of facilities and equipment, as well as business interruption insurance to mitigate losses resulting from significant production interruption or shutdown caused by an insured loss. However, any recovery under our insurance policies may not offset the lost sales or increased costs that may be experienced during the disruption of operations, which could adversely affect our business, financial condition, results of operations and cash flow.

**Our business success depends on attracting and retaining qualified personnel.**

Our ability to sustain and grow our business requires us to hire, retain and develop a highly skilled and diverse management team and workforce. Failure to ensure that we have the leadership capacity with the necessary skill set and experience could impede our ability to deliver our growth objectives and execute our strategic plan. Organizational and reporting changes resulting from the Merger, or as a result of any future leadership transition or corporate initiatives could result in increased turnover. Additionally, any unplanned turnover or inability to attract and retain key employees could have a negative effect on our results of operations.

**Our business may be adversely affected by work stoppages, union negotiations, labor disputes and other matters associated with our labor force.**

We employ approximately 121,000 people worldwide. Approximately 20% of these employees are covered by collective bargaining agreements or works council. Although we believe that our relations with the labor unions and works councils that represent our employees are generally good and we have experienced no material strikes or work stoppages recently, no assurances can be made that we will not experience in the future these and other types of conflicts with labor unions, works council, other groups representing employees or our employees generally, or that any future negotiations with our labor unions will not result in significant increases in our cost of labor. Additionally, a work stoppage at one of our suppliers could materially and adversely affect our operations if an alternative source of supply were not readily available. Stoppages by employees of our customers could also result in reduced demand for our products.

**Regulations related to conflict minerals could adversely impact our business.**

The Dodd-Frank Wall Street Reform and Consumer Protection Act contains provisions to improve transparency and accountability concerning the supply of certain minerals, known as conflict minerals, originating from the Democratic Republic of Congo and adjoining countries. As a result, in August 2012, the SEC adopted annual disclosure and reporting requirements for those companies who use conflict minerals in their products. There are costs associated with complying with these disclosure requirements, including for diligence to determine the sources of conflict minerals used in our products and other potential changes to products, processes or sources of supply as a consequence of such verification activities. Our continued compliance with these disclosure rules could adversely affect the sourcing, supply and pricing of materials used in our products. As there may be only a limited number of suppliers offering "conflict free" conflict minerals, we cannot be sure that we will be able to obtain necessary conflict minerals from such suppliers in sufficient quantities or at competitive prices, or that we will be able to satisfy customers who require our products to be conflict free. Also, we may face reputational challenges if we determine that certain of our products contain minerals

not determined to be conflict free or if we are unable to sufficiently verify the origins for all conflict minerals used in our products through the procedures we may implement.

**We are exposed to greater risks of liability for employee acts or omissions, or system failure, in our fire, security and life safety businesses than may be inherent in other businesses.**

If a customer or third party believes that he or she has suffered harm to person or property due to an actual or alleged act or omission of one of our employees or a security or fire system failure, he or she may pursue legal action against us, and the cost of defending the legal action and of any judgment could be substantial. In particular, because many of our products and services are intended to protect lives and real and personal property, we may have greater exposure to litigation risks than businesses that provide other products and services. We could face liability for failure to respond adequately to alarm activations or failure of our fire protection to operate as expected. The nature of the services we provide exposes us to the risks that we may be held liable for employee acts or omissions or system failures. In an attempt to reduce this risk, our installation, service and monitoring agreements and other contracts contain provisions limiting our liability in such circumstances, and we typically maintain product liability insurance to mitigate the risk that our products and services fail to operate as expected. However, in the event of litigation, it is possible that contract limitations may be deemed not applicable or unenforceable, that our insurance coverage is not adequate, or that insurance carriers deny coverage of our claims. As a result, such employee acts or omissions or system failures could have a material adverse effect on our business, financial condition, results of operations and cash flows.

**We do not own the right to use the ADT® brand name in the U.S. and Canada.**

We own the ADT® brand name in jurisdictions outside of the U.S. and Canada, and The ADT Corporation ("ADT") owns the brand name in the U.S. and Canada. Although Tyco has entered agreements with ADT designed to protect the value of the ADT® brand, we cannot assure you that actions taken by ADT will not negatively impact the value of the brand outside of the U.S. and Canada. These factors expose us to the risk that the ADT® brand name could suffer reputational damage or devaluation for reasons outside of our control, including ADT's business conduct in the U.S. and Canada. Any of these factors may adversely affect our business, financial condition, results of operations and cash flows.

**Police departments could refuse to respond to calls from monitored security service companies.**

Police departments in a limited number of jurisdictions do not respond to calls from monitored security service companies, either as a matter of policy or by local ordinance. We have offered affected customers the option of receiving responses from private guard companies, in most cases through contracts with us, which increases the overall cost to customers. If more police departments, whether inside or outside the U.S., were to refuse to respond or be prohibited from responding to calls from monitored security service companies, our ability to attract and retain customers could be negatively impacted and our results of operations and cash flow could be adversely affected.

**A variety of other factors could adversely affect the results of operations of our Power Solutions business.**

Any of the following could materially and adversely impact the results of operations of our Power Solutions business: loss of, or changes in, automobile battery supply contracts with our large original equipment and aftermarket customers; the increasing quality and useful life of batteries or use of alternative battery technologies, both of which may adversely impact the lead-acid battery market, including replacement cycle; delays or cancellations of new vehicle programs; market and financial consequences of any recalls that may be required on our products; delays or difficulties in new product development, including lithium-ion technology; impact of potential increases in lithium-ion battery volumes on established lead-acid battery volumes as lithium-ion battery technology grows and costs become more competitive; financial instability or market declines of our customers or suppliers; slower than projected market development in emerging markets; interruption of supply of certain single-source components; changing nature of our joint ventures and relationships with our strategic business partners; unseasonable weather conditions in various parts of the world; our ability to secure sufficient tolling capacity to recycle batteries; price and availability of battery cores used in recycling; and the lack of the development of a market for hybrid and electric vehicles.

**A variety of other factors could adversely affect the results of operations of our Buildings business.**

Any of the following could materially and adversely impact the results of operations of our Buildings business: loss of, changes in, or failure to perform under guaranteed performance contracts with our major customers; cancellation of, or significant delays in, projects in our backlog; delays or difficulties in new product development; the potential introduction of similar or superior technologies; financial instability or market declines of our major component suppliers; the unavailability of raw materials (primarily steel, copper and electronic components) necessary for production of our products; price increases of limited-source components, products and services that we are unable to pass on to the market; unseasonable weather conditions in various parts

of the world; changes in energy costs or governmental regulations that would decrease the incentive for customers to update or improve their building control systems; revisions to energy efficiency or refrigerant legislation; and natural or man-made disasters or losses that impact our ability to deliver products and services to our customers.

### **Risks Relating to Strategic Transactions**

#### **We may fail to realize the anticipated benefits of the business combination between Johnson Controls, Inc. and Tyco International plc.**

The success of the Merger will depend on, among other things, our ability to combine the legacy businesses of Johnson Controls and Tyco in a manner that realizes anticipated synergies and facilitates growth opportunities, and achieves the projected stand-alone cost savings and revenue growth trends identified by us. We expect to benefit from operational and general and administrative cost synergies resulting from the consolidation of capabilities and branch optimization, as well as greater tax efficiencies from global management and global cash movement. We may also enjoy revenue synergies, including product and service cross-selling, a more diversified and expanded product offering and balance across geographic regions. However, we must successfully combine the legacy businesses of Johnson Controls and Tyco in a manner that permits these cost savings and synergies to be realized. In addition, we must achieve the anticipated savings and synergies without adversely affecting current revenues and investments in future growth. If we are not able to successfully achieve these objectives, we may not realize fully, or at all, the anticipated benefits of the Merger, or it may take longer to realize the benefits than expected.

Other factors may prevent us from realizing the anticipated benefits of the Merger or impact our future performance. These include, among other items, the possibility that the contingent liabilities of either party (including contingent tax liabilities) are larger than expected, the existence of unknown liabilities, adverse consequences and unforeseen increased expenses associated with the Merger and possible adverse tax consequences pursuant to changes in applicable tax laws, regulations or other administrative guidance. In addition, we may be subject to additional restrictions resulting from Tyco's incurrence of debt in connection with the Merger and as a result of the Company's Irish domicile.

#### **We may encounter significant difficulties in combining the legacy Johnson Controls and Tyco businesses.**

The combination of two independent businesses is a complex, costly and time-consuming process. As a result, we will be required to devote significant management attention and resources to combining the business practices and operations of the legacy Johnson Controls and Tyco businesses. This process may disrupt the businesses. The failure to meet the challenges involved in combining the two businesses and to realize the anticipated benefits of the transactions could cause an interruption of, or a loss of momentum in, the activities of the combined company and could adversely affect our results of operations. The overall combination of legacy Johnson Controls and Tyco businesses may also result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customer and other business relationships and diversion of management attention. The difficulties of combining the operations of the companies include, among others:

- the diversion of management attention to integration matters;
- difficulties in integrating operations and systems;
- challenges in conforming standards, controls, procedures and accounting and other policies, business cultures and compensation structures between the two companies;
- difficulties in assimilating employees and in attracting and retaining key personnel;
- challenges in keeping existing customers and obtaining new customers;
- difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from the combination;
- difficulties in managing the expanded operations of a significantly larger and more complex company;
- contingent liabilities (including contingent tax liabilities) that are larger than expected; and
- potential unknown liabilities, adverse consequences and unforeseen increased expenses associated with the Merger, including possible adverse tax consequences to the combined company pursuant to changes in applicable tax laws or regulations.

Many of these factors are outside of our control, and any one of them could result in increased costs, decreased expected revenues and diversion of management time and energy, which could materially impact the business, financial condition and results of operations of the combined company.

**Divestitures of some of our businesses or product lines may materially adversely affect our financial condition, results of operations or cash flows.**

We continually evaluate the performance and strategic fit of all of our businesses and may sell businesses or product lines. For example, on October 31, 2016, we completed the spin-off of our Automotive Experience business and in the second quarter of fiscal 2017 we announced that we had signed a definitive agreement to sell our Scott Safety business, which closed on October 4, 2017. Divestitures involve risks, including difficulties in the separation of operations, services, products and personnel, the diversion of management's attention from other business concerns, the disruption of our business, the potential loss of key employees and the retention of uncertain environmental or other contingent liabilities related to the divested business. In addition, divestitures may result in significant asset impairment charges, including those related to goodwill and other intangible assets, which could have a material adverse effect on our financial condition and results of operations. We cannot assure you that we will be successful in managing these or any other significant risks that we encounter in divesting a business or product line, and any divestiture we undertake could materially and adversely affect our business, financial condition, results of operations and cash flows, and may also result in a diversion of management attention, operational difficulties and losses.

**The Internal Revenue Service may not agree that we should be treated as a non-U.S. corporation for U.S. federal tax purposes and may not agree that our U.S. affiliates should not be subject to certain adverse U.S. federal income tax rules.**

Under current U.S. federal tax law, a corporation is generally considered for U.S. federal tax purposes to be a tax resident in the jurisdiction of its organization or incorporation. Because Johnson Controls International plc is an Irish incorporated entity, it would generally be classified as a non-U.S. corporation (and, therefore, a non-U.S. tax resident) under these rules. However, Section 7874 of the Code ("Section 7874") provides an exception to this general rule under which a non-U.S. incorporated entity may, in certain circumstances, be treated as a U.S. corporation for U.S. federal tax purposes.

Under Section 7874, if (1) former Johnson Controls, Inc. shareholders owned (within the meaning of Section 7874) 80% or more (by vote or value) of our ordinary shares after the Merger by reason of holding Johnson Controls, Inc. common stock (the "80% ownership test," and such ownership percentage the "Section 7874 ownership percentage"), and (2) our "expanded affiliated group" did not have "substantial business activities" in Ireland ("the substantial business activities test"), we will be treated as a U.S. corporation for U.S. federal tax purposes. If the Section 7874 ownership percentage of the former Johnson Controls, Inc. shareholders after the Merger was less than 80% but at least 60% (the "60% ownership test"), and the substantial business activities test was not met, we and our U.S. affiliates (including the U.S. affiliates historically owned by Tyco) may, in some circumstances, be subject to certain adverse U.S. federal income tax rules (which, among other things, could limit their ability to utilize certain U.S. tax attributes to offset U.S. taxable income or gain resulting from certain transactions).

Based on the terms of the Merger, the rules for determining share ownership under Section 7874 and certain factual assumptions, we believe that former Johnson Controls, Inc. shareholders owned (within the meaning of Section 7874) less than 60% (by both vote and value) of our ordinary shares after the Merger by reason of holding shares of Johnson Controls, Inc. common stock. Therefore, under current law, we believe that we should not be treated as a U.S. corporation for U.S. federal tax purposes and that Section 7874 should otherwise not apply to us or our affiliates as a result of the Merger.

However, the rules under Section 7874 are relatively new and complex and there is limited guidance regarding their application. In particular, ownership for purposes of Section 7874 is subject to various adjustments under the Code and the Treasury regulations promulgated thereunder, and there is limited guidance regarding Section 7874, including with respect to the application of the ownership tests described therein. As a result, the determination of the Section 7874 ownership percentage is complex and is subject to factual and legal uncertainties. Thus, there can be no assurance that the IRS will agree with the position that we should not be treated as a U.S. corporation for U.S. federal tax purposes or that Section 7874 does not otherwise apply as a result of the Merger.

In addition, on January 13, 2017, the U.S. Treasury and the IRS finalized certain Treasury regulations issued under Section 7874 and revised certain related temporary regulations (the "Section 7874 Regulations"), which, among other things, require certain adjustments that generally increase, for purposes of the Section 7874 ownership tests, the percentage of the stock of a foreign acquiring corporation deemed owned (within the meaning of Section 7874) by the former shareholders of an acquired U.S. corporation by reason of holding stock in such U.S. corporation. For example, these regulations disregard, for purposes of determining this ownership percentage, (1) any "non-ordinary course distributions" (within the meaning of the regulations) made by the acquired U.S. corporation (such as Johnson Controls, Inc.) during the 36 months preceding the acquisition, including certain dividends and share repurchases, (2) potentially any cash consideration received by the shareholders of such U.S. corporation in the acquisition to the extent such cash is, directly or indirectly, provided by the U.S. corporation, as well as (3) certain stock of the foreign acquiring corporation that was issued as consideration in a prior acquisition of another U.S. corporation (or U.S.



partnership) during the 36 months preceding the signing date of a binding contract for the acquisition being tested. Taking into account the effect of these regulations, we believe that the Section 7874 ownership percentage of former Johnson Controls, Inc. shareholders in us was less than 60%. However, these regulations are new and complex and there is limited guidance regarding their application. Accordingly, there can be no assurance that the IRS will not successfully assert that either the 80% ownership test or the 60% ownership test was met after the Merger.

If the 80% ownership test was met after the Merger and we were accordingly treated as a U.S. corporation for U.S. federal tax purposes under Section 7874, we would be subject to substantial additional U.S. tax liability. Additionally, in such case, our non-U.S. shareholders would be subject to U.S. withholding tax on the gross amount of any dividends we pay to such shareholders (subject to an exemption or reduced rate available under an applicable tax treaty). Regardless of any application of Section 7874, we are treated as an Irish tax resident for Irish tax purposes. Consequently, if we were to be treated as a U.S. corporation for U.S. federal tax purposes under Section 7874, we could be liable for both U.S. and Irish taxes, which could have a material adverse effect on our financial condition and results of operations.

If the 60% ownership test were met, several adverse U.S. federal income tax rules could apply to our U.S. affiliates. In particular, in such case, Section 7874 could limit the ability of such U.S. affiliates to utilize certain U.S. tax attributes (including net operating losses and certain tax credits) to offset any taxable income or gain resulting from certain transactions, including any transfers or licenses of property to a foreign related person during the 10-year period following the Merger. The Section 7874 Regulations generally expand the scope of these rules. If the 60% ownership test were met after the Merger, such current and future limitations would apply to our U.S. affiliates (including the U.S. affiliates historically owned by Tyco), and their application could limit their ability to utilize such U.S. tax attributes against any income or gain recognized in connection with the Adient spin-off. In such case, the application of such rules could result in significant additional U.S. tax liability. In addition, the Section 7874 Regulations (and certain related temporary regulations issued under other provisions of the Code) include new rules that would apply if the 60% ownership test were met, which, in such situation, may limit our ability to restructure or access cash earned by certain of our non-U.S. subsidiaries, in each case, without incurring substantial U.S. tax liabilities.

**Future potential changes to the tax laws could result in our being treated as a U.S. corporation for U.S. federal tax purposes or in us and our U.S. affiliates (including the U.S. affiliates historically owned by Tyco) being subject to certain adverse U.S. federal income tax rules.**

As discussed above, under current law, we believe that we should be treated as a non-U.S. corporation for U.S. federal tax purposes and that Section 7874 does not otherwise apply as a result of the Merger. However, changes to Section 7874, or the U.S. Treasury regulations promulgated thereunder, could affect our status as a non-U.S. corporation for U.S. federal tax purposes or could result in the application of certain adverse U.S. federal income tax rules to us and our U.S. affiliates (including the U.S. affiliates historically owned by Tyco). Any such changes could have prospective or retroactive application, and may apply even though the Merger has been consummated. If we were to be treated as a U.S. corporation for federal tax purposes or if we or our U.S. affiliates (including the U.S. affiliates historically owned by Tyco) were to become subject to such adverse U.S. federal income tax rules, we and our U.S. affiliates could be subject to substantially greater U.S. tax liability than currently contemplated.

Certain legislative and other proposals have aimed to expand the scope of U.S. corporate tax residence, including in such a way as would cause us to be treated as a U.S. corporation if our place of management and control or the place of management and control of our non-U.S. affiliates were determined to be located primarily in the United States. In addition, certain legislative and other proposals have aimed to expand the scope of Section 7874, or otherwise address certain perceived issues arising in connection with so-called inversion transactions. For example, multiple proposals introduced by certain Democratic members of both houses of Congress, which, if enacted in their present form, would be effective retroactively to certain transactions (including the Merger), would, among other things, treat a foreign acquiring corporation as a U.S. corporation for U.S. federal tax purposes under Section 7874 if the former shareholders of a U.S. corporation acquired by such foreign acquiring corporation own more than 50% of the shares of the foreign acquiring corporation after the acquisition. These proposals, if enacted in their present form and made retroactive to a date before the date of the closing of the Merger, would cause us to be treated as a U.S. corporation for U.S. federal tax purposes. In such case, we would be subject to substantially greater U.S. tax liability than currently contemplated. It is presently uncertain whether any such proposals or other legislative action relating to the scope of U.S. tax residence, Section 7874 or so-called inversion transactions and inverted groups will be enacted into law.

Any legislative and/or other proposals could cause us and our affiliates to be subject to certain intercompany financing limitations, including with respect to their ability to deduct certain interest expense, could limit or eliminate various other deductions or credits, could impose taxes on certain cross-border payments or transfers, could impose taxes on certain earnings of non-U.S. entities on a current basis, could change the timing of the recognition of income or its character, could limit asset basis under certain circumstances, could impose additional corporate taxes under certain circumstances to combat perceived base erosion issues, and could limit deductions relating to employee compensation, among other changes that could cause us or our affiliates to be subject

to additional U.S. federal income taxes. Any such proposals, regulations and any other relevant provisions could change on a prospective or retroactive basis and could have a significant adverse effect on us and our affiliates. It is presently uncertain whether legislative reform relating to the U.S. federal income taxation of corporations and other business entities, including the reforms described above, will be enacted into law and in what form. Any such changes could have a material impact on our future financial results.

**We may be unable to achieve some or all of the benefits that we expect to achieve from the spin-off of Adient plc**

On October 31, 2016, we completed the separation of our Automotive Experience business through the spin-off of Adient plc to shareholders. Following the spin-off, we are a smaller and less diversified company with a narrower business focus and, as a result, we may be more vulnerable to changing market conditions.

Although we believe that the spin-off of Adient plc will provide financial, operational, managerial and other benefits to us and shareholders, the spin-off may not provide such results on the scope or scale we anticipate, and we may not realize any or all of the intended benefits. In addition, we have and will continue to incur one-time costs and ongoing costs in connection with, or as a result of, the spin-off, including costs of operating as independent, publicly-traded companies that the two businesses are no longer able to share. Those costs may exceed our estimates or could negate some of the benefits we expect to realize. If we do not realize the intended benefits of the spin-off or if our costs exceed our estimates, we could suffer a material adverse effect on our business, financial condition, results of operations and cash flows.

**Adient may fail to perform under various transaction agreements that we have executed as part of the Adient spin-off.**

In connection with the spin-off of Adient, we and Adient have entered into a separation and distribution agreement and various other agreements, including a transition services agreement, a tax matters agreement, an employee matters agreement and a transitional trademark license agreement. Certain of these agreements provide for the performance of services by each company for the benefit of the other for a period of time after the spin-off. We will rely on Adient to satisfy its performance and payment obligations under these agreements. If Adient is unable to satisfy its obligations under these agreements, including its indemnification obligations, we could incur operational difficulties or losses.

**Risks Relating to Our Jurisdiction of Incorporation**

**Legislative action in the U.S. could materially and adversely affect us.**

Legislative action may be taken by the U.S. Congress which, if ultimately enacted, could limit the availability of tax benefits or deductions that we currently claim, override tax treaties upon which we rely, affect our status as a non-U.S. corporation for U.S. federal income tax purposes, impose additional taxes on payments made by our U.S. subsidiaries to non-U.S. affiliates, or otherwise affect the taxes that the U.S. imposes on our worldwide operations. Such changes could have retroactive effect and could have a material adverse effect on our effective tax rate and/or require us to take further action, at potentially significant expense, to seek to preserve our effective tax rate. In addition, if proposals were enacted that had the effect of disregarding or limiting our ability, as an Irish company, to take advantage of tax treaties with the U.S., we could incur additional tax expense and/or otherwise incur business detriment.

**Legislation relating to governmental contracts could materially and adversely affect us.**

Various U.S. federal and state legislative proposals that would deny governmental contracts to U.S. companies that have moved their corporate location abroad may affect us. We are unable to predict the likelihood that, or final form in which, any such proposed legislation might become law, the nature of regulations that may be promulgated under any future legislative enactments, or the effect such enactments and increased regulatory scrutiny may have on our business.

**Irish law differs from the laws in effect in the U.S. and may afford less protection to holders of our securities.**

It may not be possible to enforce court judgments obtained in the U.S. against us in Ireland based on the civil liability provisions of the U.S. federal or state securities laws. In addition, there is some uncertainty as to whether the courts of Ireland would recognize or enforce judgments of U.S. courts obtained against us or our directors or officers based on the civil liabilities provisions of the U.S. federal or state securities laws or hear actions against us or those persons based on those laws. We have been advised that the U.S. currently does not have a treaty with Ireland providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any U.S. federal or state court based on civil liability, whether or not based solely on U.S. federal or state securities laws, would not automatically be enforceable in Ireland.



A judgment obtained against the combined company will be enforced by the courts of Ireland if the following general requirements are met:

- U.S. courts must have had jurisdiction in relation to the particular defendant according to Irish conflict of law rules (the submission to jurisdiction by the defendant would satisfy this rule); and
- the judgment must be final and conclusive and the decree must be final and unalterable in the court which pronounces it.

A judgment can be final and conclusive even if it is subject to appeal or even if an appeal is pending. But where the effect of lodging an appeal under the applicable law is to stay execution of the judgment, it is possible that in the meantime the judgment may not be actionable in Ireland. It remains to be determined whether final judgment given in default of appearance is final and conclusive. Irish courts may also refuse to enforce a judgment of the U.S. courts which meets the above requirements for one of the following reasons:

- the judgment is not for a definite sum of money;
- the judgment was obtained by fraud;
- the enforcement of the judgment in Ireland would be contrary to natural or constitutional justice;
- the judgment is contrary to Irish public policy or involves certain U.S. laws which will not be enforced in Ireland; or
- jurisdiction cannot be obtained by the Irish courts over the judgment debtors in the enforcement proceedings by personal service Ireland or outside Ireland under Order 11 of the Irish Superior Courts Rules.

As an Irish company, Johnson Controls is governed by the Irish Companies Acts, which differ in some material respects from laws generally applicable to U.S. corporations and shareholders, including, among others, differences relating to interested director and officer transactions and shareholder lawsuits. Likewise, the duties of directors and officers of an Irish company generally are owed to the company only. Shareholders of Irish companies generally do not have a personal right of action against directors or officers of the company and may exercise such rights of action on behalf of the company only in limited circumstances. Accordingly, holders of Johnson Controls International plc securities may have more difficulty protecting their interests than would holders of securities of a corporation incorporated in a jurisdiction of the U.S.

#### **Our effective tax rate may increase.**

There is uncertainty regarding the tax policies of the jurisdictions where we operate, including the potential legislative actions described in these risk factors, which if enacted could result in an increase in our effective tax rate (including the TCJA, as discussed above). Additionally, the tax laws of Ireland and other jurisdictions could change in the future, and such changes could cause a material increase in our effective tax rate.

#### **Changes to the U.S. model income tax treaty could adversely affect us.**

On February 17, 2016, the U.S. Treasury released a revised U.S. model income tax convention (the "new model"), which is the baseline text used by the U.S. Treasury to negotiate tax treaties. The new model treaty provisions were preceded by draft versions released by the U.S. Treasury on May 20, 2015 (the "May 2015 draft") for public comment. The revisions made to the model address certain aspects of the model by modifying existing provisions and introducing entirely new provisions. Specifically, the new provisions target (i) permanent establishments subject to little or no foreign tax, (ii) special tax regimes, (iii) expatriated entities subject to Section 7874, (iv) the anti-treaty shopping measures of the limitation on benefits article and (v) subsequent changes in treaty partners' tax laws.

With respect to new model provisions pertaining to expatriated entities, because we do not believe that the Merger resulted in the creation of an expatriated entity as defined in Section 7874, payments of interest, dividends, royalties and certain other items of income by or to us and/or our U.S. affiliates to or from non-U.S. persons would not be expected to become subject to full withholding tax, even if applicable treaties were subsequently amended to adopt the new model provisions. In response to comments the U.S. Treasury received regarding the May 2015 draft, the new model treaty provisions pertaining to expatriated entities fix the definition of "expatriated entity" to the meaning ascribed to such term under Section 7874(a)(2)(A) as of the date the relevant bilateral treaty is signed. However, as discussed above, the rules under Section 7874 are relatively new, complex and are the subject of current and future legislative and regulatory changes. Accordingly, there can be no assurance that the IRS will agree with the position that the Merger did not result in the creation of an expatriated entity (within the meaning of Section 7874) under the law as in effect at the time the applicable treaty were to be amended or that such a challenge would not be sustained by a court, or that such position would not be affected by future or regulatory action which may apply retroactively to the Merger.

### **Transfers of Johnson Controls ordinary shares may be subject to Irish stamp duty.**

For the majority of transfers of Johnson Controls ordinary shares, there is no Irish stamp duty. However, Irish stamp duty is payable in respect of certain share transfers. A transfer of Johnson Controls ordinary shares from a seller who holds shares beneficially (i.e. through the Depository Trust Company ("DTC")) to a buyer who holds the acquired shares beneficially is not subject to Irish stamp duty (unless the transfer involves a change in the nominee that is the record holder of the transferred shares). A transfer of Johnson Controls ordinary shares by a seller who holds shares directly (i.e. not through DTC) to any buyer, or by a seller who holds the shares beneficially to a buyer who holds the acquired shares directly, may be subject to Irish stamp duty (currently at the rate of 1% of the price paid or the market value of the shares acquired, if higher) payable by the buyer. A shareholder who directly holds shares may transfer those shares into his or her own broker account to be held through DTC without giving rise to Irish stamp duty provided that the shareholder has confirmed to Johnson Controls transfer agent that there is no change in the ultimate beneficial ownership of the shares as a result of the transfer and, at the time of the transfer, there is no agreement in place for a sale of the shares.

We currently intend to pay, or cause one of our affiliates to pay, stamp duty in connection with share transfers made in the ordinary course of trading by a seller who holds shares directly to a buyer who holds the acquired shares beneficially. In other cases Johnson Controls may, in its absolute discretion, pay or cause one of its affiliates to pay any stamp duty. Johnson Controls Memorandum and Articles of Association provide that, in the event of any such payment, Johnson Controls (i) may seek reimbursement from the buyer, (ii) may have a lien against the Johnson Controls ordinary shares acquired by such buyer and any dividends paid on such shares and (iii) may set-off the amount of the stamp duty against future dividends on such shares. Parties to a share transfer may assume that any stamp duty arising in respect of a transaction in Johnson Controls ordinary shares has been paid unless one or both of such parties is otherwise notified by Johnson Controls.

### **Dividends paid by us may be subject to Irish dividend withholding tax.**

In certain circumstances, as an Irish tax resident company, we will be required to deduct Irish dividend withholding tax (currently at the rate of 20%) from dividends paid to our shareholders. Shareholders that are resident in the U.S., European Union countries (other than Ireland) or other countries with which Ireland has signed a tax treaty (whether the treaty has been ratified or not) generally should not be subject to Irish withholding tax so long as the shareholder has provided its broker, for onward transmission to our qualifying intermediary or other designated agent (in the case of shares held beneficially), or us or our transfer agent (in the case of shares held directly), with all the necessary documentation by the appropriate due date prior to payment of the dividend. However, some shareholders may be subject to withholding tax, which could adversely affect the price of our ordinary shares.

### **Dividends received by you could be subject to Irish income tax.**

Dividends paid in respect of Johnson Controls ordinary shares generally are not subject to Irish income tax where the beneficial owner of these dividends is exempt from dividend withholding tax, unless the beneficial owner of the dividend has some connection with Ireland other than his or her shareholding in Johnson Controls.

Johnson Controls shareholders who receive their dividends subject to Irish dividend withholding tax generally will have no further liability to Irish income tax on the dividend unless the beneficial owner of the dividend has some connection with Ireland other than his or her shareholding in Johnson Controls.

## **ITEM 1B      UNRESOLVED STAFF COMMENTS**

The Company has no unresolved written comments regarding its periodic or current reports from the staff of the SEC.

## **ITEM 2      PROPERTIES**

The Company conducts its operations in approximately 60 countries throughout the world, with its world headquarters located in Cork, Ireland and its North American operational headquarters located in Milwaukee, Wisconsin USA. The Company's wholly- and majority-owned facilities primarily consist of manufacturing, sales and service offices, research and development facilities, monitoring centers, and assembly and/or warehouse centers. At September 30, 2017, these properties totaled approximately 84 million square feet of floor space of which 56 million square feet are owned and 28 million square feet are leased. The Company considers its facilities to be suitable for their current uses and adequate for current needs. The majority of the facilities are operating at normal levels based on capacity. The Company does not anticipate difficulty in renewing existing leases as they expire or in finding alternative facilities.

Building Solutions North America operates through a network of sales and service offices located in the U.S. and Canada. The business occupies approximately 13 million square feet, of which 9 million square feet are leased and 4 million square feet are owned.

Building Solutions EMEA/LA operates through a network of manufacturing facilities, sales and service offices and assembly and/or warehouse centers located in Europe, the Middle East, Africa and Latin America. The business occupies approximately 5 million square feet, of which 4 million square feet are leased and 1 million square feet are owned.

Building Solutions Asia Pacific operates through a network of manufacturing facilities, sales and service offices and assembly and/or warehouse centers located in the Asia Pacific region. The business occupies approximately 2 million square feet, of which the majority is leased.

Global Products operates through a network of manufacturing facilities, and assembly and/or warehouse centers located in North America, Latin America, Europe, the Middle East, Africa and Asia Pacific. The business occupies approximately 24 million square feet, of which 10 million square feet are leased and 14 million square feet are owned.

Power Solutions operates through a network of manufacturing facilities, and assembly and/or warehouse centers located in North America, South America, Europe and the Asia Pacific region. The business occupies approximately 38 million square feet, of which 36 million square feet are owned and 2 million square feet are leased.

Corporate offices operate in North America, Europe and the Asia-Pacific region, which occupy approximately 2 million square feet, of which 1 million square feet are leased and 1 million square feet are owned.

### **ITEM 3**      **LEGAL PROCEEDINGS**

#### *Environmental Matters*

As noted in Item 1, liabilities potentially arise globally under various environmental laws and worker safety laws for activities that are not in compliance with such laws and for the cleanup of sites where Company-related substances have been released into the environment.

Currently, the Company is responding to allegations that it is responsible for performing environmental remediation, or for the repayment of costs spent by governmental entities or others performing remediation, at approximately 48 sites in the United States for continuing operations. Many of these sites are landfills used by the Company in the past for the disposal of waste materials; others are secondary lead smelters and lead recycling sites where the Company returned lead-containing materials for recycling; a few involve the cleanup of Company manufacturing facilities; and the remaining fall into miscellaneous categories. The Company may face similar claims of liability at additional sites in the future. Where potential liabilities are alleged, the Company pursues a course of action intended to mitigate them.

The Company accrues for potential environmental liabilities when it is probable a liability has been incurred and the amount of the liability is reasonably estimable. As of September 30, 2017, reserves for environmental liabilities totaled \$51 million, of which \$10 million was recorded within other current liabilities and \$41 million was recorded within other noncurrent liabilities in the consolidated statements of financial position. Such potential liabilities accrued by the Company do not take into consideration possible recoveries of future insurance proceeds. They do, however, take into account the likely share other parties will bear at remediation sites. It is difficult to estimate the Company's ultimate level of liability at many remediation sites due to the large number of other parties that may be involved, the complexity of determining the relative liability among those parties, the uncertainty as to the nature and scope of the investigations and remediation to be conducted, the uncertainty in the application of law and risk assessment, the various choices and costs associated with diverse technologies that may be used in corrective actions at the sites, and the often quite lengthy periods over which eventual remediation may occur. Nevertheless, the Company does not currently believe that any claims, penalties or costs in connection with known environmental matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. In addition, the Company has identified asset retirement obligations for environmental matters that are expected to be addressed at the retirement, disposal, removal or abandonment of existing owned facilities. At September 30, 2017, the Company recorded conditional asset retirement obligations of \$61 million.

#### *Asbestos Matters*

The Company and certain of its subsidiaries, along with numerous other third parties, are named as defendants in personal injury lawsuits based on alleged exposure to asbestos containing materials. These cases have typically involved product liability claims based primarily on allegations of manufacture, sale or distribution of industrial products that either contained asbestos or were used with asbestos containing components.

As of September 30, 2017, the Company's estimated asbestos related net liability recorded on a discounted basis within the Company's consolidated statements of financial position was \$181 million. The net liability within the consolidated statements of financial position was comprised of a liability for pending and future claims and related defense costs of \$573 million, of which \$48 million was recorded in other current liabilities and \$525 million was recorded in other noncurrent liabilities. The Company also maintained separate cash, investments and receivables related to insurance recoveries within the consolidated statements of financial position of \$392 million, of which \$53 million was recorded in other current assets, and \$339 million was recorded in other noncurrent assets. Assets included \$22 million of cash and \$269 million of investments, which have all been designated as restricted. In connection with the recognition of liabilities for asbestos-related matters, the Company records asbestos-related insurance recoveries that are probable; the amount of such recoveries recorded at September 30, 2017 was \$101 million. The Company believes that the asbestos related liabilities and insurance related receivables recorded as of September 30, 2017 are appropriate.

The Company's estimate of the liability and corresponding insurance recovery for pending and future claims and defense costs is based on the Company's historical claim experience, and estimates of the number and resolution cost of potential future claims that may be filed and is discounted to present value from 2068 (which is the Company's reasonable best estimate of the actuarially determined time period through which asbestos-related claims will be filed against Company affiliates). Asbestos related defense costs are included in the asbestos liability. The Company's legal strategy for resolving claims also impacts these estimates. The Company considers various trends and developments in evaluating the period of time (the look-back period) over which historical claim and settlement experience is used to estimate and value claims reasonably projected to be made through 2068. Annually, the Company assesses the sufficiency of its estimated liability for pending and future claims and defense costs by evaluating actual experience regarding claims filed, settled and dismissed, and amounts paid in settlements. In addition to claims and settlement experience, the Company considers additional quantitative and qualitative factors such as changes in legislation, the legal environment, and the Company's defense strategy. The Company also evaluates the recoverability of its insurance receivable on an annual basis. The Company evaluates all of these factors and determines whether a change in the estimate of its liability for pending and future claims and defense costs or insurance receivable is warranted.

The amounts recorded by the Company for asbestos-related liabilities and insurance-related assets are based on the Company's strategies for resolving its asbestos claims, currently available information, and a number of estimates and assumptions. Key variables and assumptions include the number and type of new claims that are filed each year, the average cost of resolution of claims, the identity of defendants, the resolution of coverage issues with insurance carriers, amount of insurance, and the solvency risk with respect to the Company's insurance carriers. Many of these factors are closely linked, such that a change in one variable or assumption will impact one or more of the others, and no single variable or assumption predominately influences the determination of the Company's asbestos-related liabilities and insurance-related assets. Furthermore, predictions with respect to these variables are subject to greater uncertainty in the later portion of the projection period. Other factors that may affect the Company's liability and cash payments for asbestos-related matters include uncertainties surrounding the litigation process from jurisdiction to jurisdiction and from case to case, reforms of state or federal tort legislation and the applicability of insurance policies among subsidiaries. As a result, actual liabilities or insurance recoveries could be significantly higher or lower than those recorded if assumptions used in the Company's calculations vary significantly from actual results.

#### *Insurable Liabilities*

The Company records liabilities for its workers' compensation, product, general and auto liabilities. The determination of these liabilities and related expenses is dependent on claims experience. For most of these liabilities, claims incurred but not yet reported are estimated by utilizing actuarial valuations based upon historical claims experience. At September 30, 2017, the insurable liabilities totaled \$445 million, of which \$122 million was recorded within other current liabilities, \$22 million was recorded within accrued compensation and benefits, and \$301 million was recorded within other noncurrent liabilities in the consolidated statements of financial position. The Company records receivables from third party insurers when recovery has been determined to be probable. The amount of such receivables recorded at September 30, 2017 was \$46 million, of which \$31 million was recorded within other current assets and \$15 million was recorded within other noncurrent assets. The Company maintains captive insurance companies to manage certain of its insurable liabilities.

#### *Other Matters*

##### EC Lead Recycler Investigation

As previously disclosed, an investigation by the European Commission ("EC") related to European lead recyclers' procurement practices was commenced in 2012, with the Company named as one of several companies subject to review. On June 24, 2015, the EC initiated proceedings and adopted a statement of objections alleging infringements of competition rules in Europe against the Company and certain other companies. The EC subsequently scheduled consultation meetings with the Advisory Committee



on Restrictive Practices and Dominant Positions, concluded its investigation and announced its decision with respect to the matter on February 8, 2017. According to the EC's announcement, the Company will not be fined because it revealed the existence of the cartel to the EC. The Company does not anticipate any material adverse effect on its business or financial condition as a result of this matter. The Company's policy is to comply with antitrust and competition laws and, if a violation of any such laws is found, to take appropriate remedial action and to cooperate fully with any related governmental inquiry. Competition and antitrust law investigations may continue for several years and can result in substantial fines depending on the gravity and duration of the violations. In addition, as a result of such violations we could be subject to lawsuits brought by customers or other parties alleging economic harm from such violations.

#### Laufer v. Johnson Controls, Inc., et al.

On May 20, 2016, a putative class action lawsuit, *Laufer v. Johnson Controls, Inc., et al.*, Docket No. 2016CV003859, was filed in the Circuit Court of Wisconsin, Milwaukee County, naming Johnson Controls, Inc., the individual members of its board of directors, the Company and the Company's merger subsidiary as defendants. The complaint alleged that Johnson Controls Inc.'s directors breached their fiduciary duties in connection with the merger between Johnson Controls Inc. and the Company's merger subsidiary by, among other things, failing to take steps to maximize shareholder value, seeking to benefit themselves improperly and failing to disclose material information in the joint proxy statement/prospectus relating to the merger. The complaint further alleged that the Company aided and abetted Johnson Controls Inc.'s directors in the breach of their fiduciary duties. The complaint sought, among other things, to enjoin the merger. On August 8, 2016, the plaintiffs agreed to settle the action and release all claims that were or could have been brought by plaintiffs or any member of the putative class of Johnson Controls Inc.'s shareholders. The settlement is conditioned upon, among other things, the execution of an appropriate stipulation of settlement. On November 10, 2016, the parties filed a joint status report notifying the court they had reached such agreement. On November 22, 2016, the court ordered that a proposed stipulation of settlement be filed by March 15, 2017 and scheduled a status hearing for April 20, 2017. On March 10, 2017, the parties filed a joint letter requesting that the filing and hearing be adjourned and that the parties be allowed an additional 90 days to update the court in light of the *Gumm v. Molinaroli* action proceeding in federal court, discussed below. The status hearing has subsequently been rescheduled for November 28, 2017. There can be no assurance that the parties will ultimately enter into a stipulation of settlement or that the court will approve the settlement. In either event, or certain other circumstances, the settlement could be terminated.

#### Gumm v. Molinaroli, et al.

On August 16, 2016, a putative class action lawsuit, *Gumm v. Molinaroli, et al.*, Case No. 16-cv-1093, was filed in the United States District Court for the Eastern District of Wisconsin, naming Johnson Controls, Inc., the individual members of its board of directors at the time of the merger with the Company's merger subsidiary and certain of its officers, the Company and the Company's merger subsidiary as defendants. The complaint asserted various causes of action under the federal securities laws, state law and the Taxpayer Bill of Rights, including that the individual defendants allegedly breached their fiduciary duties and unjustly enriched themselves by structuring the merger among the Company, Tyco and the merger subsidiary in a manner that would result in a United States federal income tax realization event for the putative class of certain Johnson Controls, Inc. shareholders and allegedly result in certain benefits to the defendants, as well as related claims regarding alleged misstatements in the proxy statement/prospectus distributed to the Johnson Controls, Inc. shareholders, conversion and breach of contract. The complaint also asserted that Johnson Controls, Inc., the Company and the Company's merger subsidiary aided and abetted the individual defendants in their breach of fiduciary duties and unjust enrichment. The complaint seeks, among other things, disgorgement of profits and damages. On September 30, 2016, approximately one month after the closing of the merger, plaintiffs filed a preliminary injunction motion seeking, among other items, to compel Johnson Controls, Inc. to make certain intercompany payments that plaintiffs contend will impact the United States federal income tax consequences of the merger to the putative class of certain Johnson Controls, Inc. shareholders and to enjoin Johnson Controls, Inc. from reporting to the Internal Revenue Service the capital gains taxes payable by this putative class as a result of the closing of the merger. The court held a hearing on the preliminary injunction motion on January 4, 2017, and on January 25, 2017, the judge denied the plaintiffs' motion. Plaintiffs filed an amended complaint on February 15, 2017, and the Company filed a motion to dismiss on April 3, 2017. Although the Company believes it has substantial defenses to plaintiffs' claims, it is not able to predict the outcome of this action.

#### Aqueous Film-Forming Foam Litigation

Two of our subsidiaries, Chemguard, Inc. ("Chemguard") and Tyco Fire Products L.P. ("Tyco Fire Products"), have been named, along with other defendant manufacturers, in a number of class action lawsuits relating to the use of fire-fighting foam products by the U.S. Department of Defense (the "DOD") and others for fire suppression purposes and related training exercises. Plaintiffs generally allege that the firefighting foam products manufactured by defendants contain or break down into the chemicals perfluorooctane sulfonate ("PFOS") and perfluorooctanoic acid ("PFOA") and that the use of these products by others at various airbases and airports resulted in the release of these chemicals into the environment and ultimately into communities' drinking

water supplies neighboring those airports and airbases. Plaintiffs generally seek compensatory damages, including damages for alleged personal injuries, medical monitoring, and alleged diminution in property values, and also seek punitive damages and injunctive relief to address remediation of the alleged contamination. As of November 21, 2017, the Company is named in 12 putative class actions in federal courts in three states as set forth below:

#### Colorado

- *District of Colorado - Bell et al. v. The 3M Company et al.*, filed on September 18, 2016.
- *District of Colorado - Bell et al. v. The 3M Company et al.*, filed on September 18, 2016.
- *District of Colorado - Davis et al. v. The 3M Company et al.*, filed on September 22, 2016.

The above cases have been consolidated in the U.S. District Court for the District of Colorado, and a hearing on the plaintiffs' motion for class certification is scheduled for April 2018.

#### New York

- *Eastern District of New York - Green et al. v. The 3M Company et al.*, filed March 27, 2017 in Supreme Court of the State of New York, Suffolk County, prior to removal to federal court.
- *Southern District of New York - Adamo et al. v. The Port Authority of NY and NJ et al.*, filed August 11, 2017 in Supreme Court of the State of New York, Orange County, prior to removal to federal court.
- *Southern District of New York - Fogarty et al. v. The Port Authority of NY and NJ et al.*, filed August 11, 2017 in Supreme Court of the State of New York, Orange County, prior to removal to federal court.
- *Southern District of New York - Miller et al. v. The Port Authority of NY and NJ et al.*, filed August 11, 2017 in Supreme Court of the State of New York, Orange County, prior to removal to federal court.
- *Supreme Court of the State of New York, Suffolk County - Singer et al. v. The 3M Company et al.*, filed October 10, 2017.

Responses to the complaints have not been filed yet in any of the New York actions.

#### Pennsylvania

- *Eastern District of Pennsylvania - Bates et al. v. The 3M Company et al.*, filed September 15, 2016.
- *Eastern District of Pennsylvania - Grande et al. v. The 3M Company et al.*, filed October 13, 2016.
- *Eastern District of Pennsylvania - Yockey et al. v. The 3M Company et al.*, filed October 24, 2016.
- *Eastern District of Pennsylvania - Fearnley et al. v. The 3M Company et al.*, filed December 9, 2016.

The above cases have been consolidated in the U.S. District Court for the Eastern District of Pennsylvania. Defendants have moved to dismiss the complaint in the consolidated proceeding.

In addition to the putative class actions, Chemguard and Tyco Fire Products are also defendants in an action filed by two plaintiffs in the U.S. District Court for the Eastern District of Pennsylvania: Menkes et al. v. The 3M Company et al., (filed February 7, 2017). The Menkes plaintiffs assert substantive claims and allegations similar to the putative class allegations, but also include personal injury claim. The Company is also on notice of approximately 490 other possible individual product liability claims by filings made in Pennsylvania state court, but complaints have not been filed in those matters, and, under Pennsylvania's procedural rules, they may or may not result in lawsuits.

Chemguard and Tyco Fire Products are also defendants in two cases pending in the U.S. District Court for the District of Massachusetts: Town of Barnstable v. the 3M. Co., et al, (filed Nov. 21, 2016), and County of Barnstable v. the 3M. Co., et al, (filed January 9, 2017). These municipal plaintiffs generally allege that the use of the defendants' fire-fighting foam products at a fire training academy and municipal airport released PFOS and PFOA into the town's water supply wells, allegedly requiring remediation of the town and county property. The defendants have filed a motion to dismiss in County of Barnstable, which is currently pending before the court.

The Company is vigorously defending these cases and believes that it has meritorious defenses to class certification and the claims asserted. However, there are numerous factual and legal issues to be resolved in connection with these claims, and it is extremely difficult to predict the outcome or ultimate financial exposure, if any, represented by these matters, but there can be no assurance that any such exposure will not be material. The Company is also pursuing insurance coverage for these matters.

The Company is involved in various lawsuits, claims and proceedings incident to the operation of its businesses, including those pertaining to product liability, environmental, safety and health, intellectual property, employment, commercial and contractual matters, and various other casualty matters. Although the outcome of litigation cannot be predicted with certainty and some lawsuits, claims or proceedings may be disposed of unfavorably to us, it is management's opinion that none of these will have a material

adverse effect on the Company's financial position, results of operations or cash flows. Costs related to such matters were not material to the periods presented.

#### **ITEM 4**      **MINE SAFETY DISCLOSURES**

Not applicable.

#### **EXECUTIVE OFFICERS OF THE REGISTRANT**

Pursuant to General Instruction G(3) of Form 10-K, the following list of executive officers of the Company as of November 21, 2017 is included as an unnumbered Item in Part I of this report in lieu of being included in the Company's Proxy Statement relating to the annual general meeting of shareholders to be held on March 7, 2018.

*John Donofrio*, 55, has served as Executive Vice President and General Counsel of the Company since November 15, 2017. He previously served as Vice President, General Counsel and Secretary of Mars, Incorporated, a global food manufacturer from October 2013 to November 2017. Before joining Mars in October 2013, Mr. Donofrio was Executive Vice President, General Counsel and Secretary for The Shaw Group Inc., a global engineering and construction company, from October 2009 until February 2013. Prior to joining Shaw, Mr. Donofrio was Senior Vice President, General Counsel and Chief Compliance Officer at Visteon Corporation, a global automotive supplier, a position he held from 2005 until October 2009. Mr. Donofrio has been a Director of FARO Technologies, Inc., a designer, developer, manufacturer and marketer of software driven, 3D measurement, imaging and realization systems, since 2008.

*William C. Jackson*, 57, was elected Vice President and President, Global Products, Building Technologies and Solutions following the completion of the Merger in September 2016. Prior to the Merger he was elected a Vice President and named President, Building Efficiency of Johnson Controls, Inc. in September 2014. He previously served Johnson Controls, Inc. as Executive Vice President, Corporate Development from 2013 to 2014, as President - Automotive Electronics & Interiors from 2012 to 2014, and as Executive Vice President, Operations and Innovation, from 2011 to 2013. Prior to joining Johnson Controls, Inc., Mr. Jackson was Vice President and President of Automotive at Sears Holdings Corporation, (an integrated retailer) from 2009 to 2010. Mr. Jackson is a Director of Metaldyne Performance Group, Inc. (metal-forming technology manufacturing company), where he serves on the Compensation Committee.

*Lynn Minella*, 59, has served as Executive Vice President and Chief Human Resources Officer since June 2017. Prior to joining Johnson Controls, she served as Group Human Resources Director at BAE Systems Plc from June 2012 to June 2017. Prior to BAE Systems, she was with Air Products and Chemicals, Inc. from 2004 until 2012 where she was the Senior Vice President of Human Resources and Communications. Earlier in her career she also held a variety of human resources roles of increasing responsibility at International Business Machines Corporation.

*Trent Nevill*, 46, was elected Vice President and President, Asia Pacific following the completion of the Merger in September 2016. Prior to the Merger, he was a Vice President and named President, Asia Pacific of Johnson Controls, Inc. in March 2016. He served Johnson Controls, Inc. as Vice President & General Manager - North America Systems, Services and Solutions from 2014 to 2016, Vice President - North America Business Operations from 2013 to 2014, Vice President & General Manager - North American HVAC and Regions from 2010 to 2013. Mr. Nevill joined Johnson Controls, Inc. in 1995.

*George R. Oliver*, 58, has served as Chief Executive Officer and Chairman of the Board since September 2017. Prior thereto he served as President and Chief Operating Officer following the completion of the Merger in September 2016. Prior to the Merger, he was Chief Executive Officer of Tyco from October 2012. He joined Tyco in July 2006, serving as president of Tyco Safety Products, and assumed additional responsibility as president of Tyco Electrical & Metal Products from 2007 through 2010. He was appointed president of Tyco Fire Protection in 2011.

*Rodney M. Rushing*, 51, was elected Vice President and President, Building Solutions, North America in November 2016. From 2015 to November 2016 he served as Global Vice President and General Manager, Global Products - Direct Expansion, overseeing the integration of Johnson Controls, Inc.'s joint venture with Hitachi Air Conditioning. Prior thereto, from 2013 to 2015 he was Vice President and General Manager, Products and Distribution North America and from 2009 to 2013 he was Vice President and General Manager of Unitary Products. Mr. Rushing first joined Johnson Controls, Inc. in 1990, and has held a number of roles of increasing responsibility in its field and product organization.

*Brian J. Stief*, 61, was elected Executive Vice President and Chief Financial Officer following the completion of the Merger in September 2016. He also serves as the Company's Principal Financial Officer. Prior to the Merger, he was elected Executive Vice President and Chief Financial Officer of Johnson Controls, Inc. in September 2014. He previously served Johnson



Controls, Inc. as Vice President and Corporate Controller from 2010 to 2014. Prior to joining Johnson Controls, Inc. in 2010, Mr. Stief was a partner with PricewaterhouseCoopers LLP (an audit and assurance, tax and consulting services provider), which he joined in 1979 and in which he became partner in 1989.

*Suzanne M. Vincent*, 47, was elected Vice President and Corporate Controller following the completion of the Merger in September 2016. She also serves as the Company's Principal Accounting Officer. Prior to the Merger, she was elected Vice President and Corporate Controller of Johnson Controls, Inc. in September 2014. She previously served as Vice President, Internal Audit since joining Johnson Controls, Inc. in 2012. Prior to that, Ms. Vincent was a partner with KPMG LLP (an audit and assurance, tax and consulting services provider), which she joined in 2001 and in which she became an audit partner in 2008.

*Joseph A. Walicki*, 52, was elected Vice President and President, Power Solutions following the completion of the Merger in September 2016. Prior to the Merger, he was elected a Vice President and named President, Power Solutions of Johnson Controls, Inc. in January 2015. He previously served Johnson Controls, Inc. as the Chief Operating Officer, Power Solutions in 2014, as Vice President and General Manager - North America, Systems, Service & Solutions from 2013 to 2014, and as Vice President and General Manager Systems & Channels North America from 2010 to 2013. Mr. Walicki joined Johnson Controls, Inc. in 1988.

*Jeff M. Williams*, 56, was elected Vice President and President, Building Solutions, Europe, Middle East, Africa and Latin America in March 2017. He previously served as Vice President - Enterprise Operations - Engineering and Supply Chain from January 2015 through the Merger to March 2017. With respect to roles at Johnson Controls, Inc., he served as Vice President, Program Management Office from 2015 to 2016, as Group Vice President and General Manager Global Seating & Supply Chain from 2013 to 2014, and as Group Vice President and General Manager Customer Group Americas from 2010 to 2012. Mr. Williams joined Johnson Controls, Inc. in 1984.

There are no family relationships, as defined by the instructions to this item, among the Company's executive officers.

## **PART II**

### **ITEM 5**      **MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

The shares of the Company's ordinary shares are traded on the New York Stock Exchange under the symbol "JCI."

<u>Title of Class</u>	<u>Number of Record Holders as of September 30, 2017</u>
Ordinary Shares, \$0.01 par value	40,260

	<u>Ordinary Shares Price Range</u>		<u>Dividends</u>	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
First Quarter	\$ 38.38 - 46.17	\$ 32.29 - 39.38	\$ 0.25	\$ 0.205
Second Quarter	40.44 - 44.70	30.30 - 38.67	0.25	0.205
Third Quarter	40.36 - 43.71	36.29 - 46.05	0.25	0.205
Fourth Quarter	36.74 - 44.37	42.22 - 48.97	0.25	0.435
Year	<u>\$ 36.74 - 46.17</u>	<u>\$ 30.30 - 48.97</u>	<u>\$ 1.00</u>	<u>\$ 1.05</u>

Fiscal 2016 dividends and share prices are different than the amounts disclosed in the Company's consolidated financial statements in Item 8 due to the distinction between legal and accounting acquirer as a result of the reverse merger acquisition with Tyco. The information prior to the merger date of September 2, 2016 is at historical Tyco International plc amounts as it was the legal acquirer.

Following the Tyco Merger, the Company adopted, subject to the ongoing existence of sufficient distributable reserves, the existing Tyco International plc \$1 billion share repurchase program in September 2016. The share repurchase program does not have an expiration date and may be amended or terminated by the Board of Directors at any time without prior notice. During fiscal year 2017, the Company repurchased approximately \$651 million of its shares. As of September 30, 2017, approximately \$349 million remains available under the share repurchase program.

From time to time, the Company uses equity swaps to reduce market risk associated with its stock-based compensation plans, such as its deferred compensation plans. These equity compensation liabilities increase as the Company's stock price increases and decrease as the Company's stock price decreases. In contrast, the value of equity swaps move in the opposite direction of these liabilities, allowing the Company to fix a portion of the liabilities at a stated amount.

In connection with equity swap agreements, the counterparty may purchase unlimited shares of the Company's stock in the market or in privately negotiated transactions. Under these arrangements, the Company disclaims that the counterparty in the agreement is an "affiliated purchaser" of the Company as such term is defined in Rule 10b-18(a)(3) under the Securities Exchange Act or that the counterparty is purchasing any shares for the Company.

The following table presents information regarding the repurchase of the Company's ordinary shares by the Company as part of the publicly announced program and purchases of the Company's ordinary shares by counterparties under equity swap agreements during the three months ended September 30, 2017.

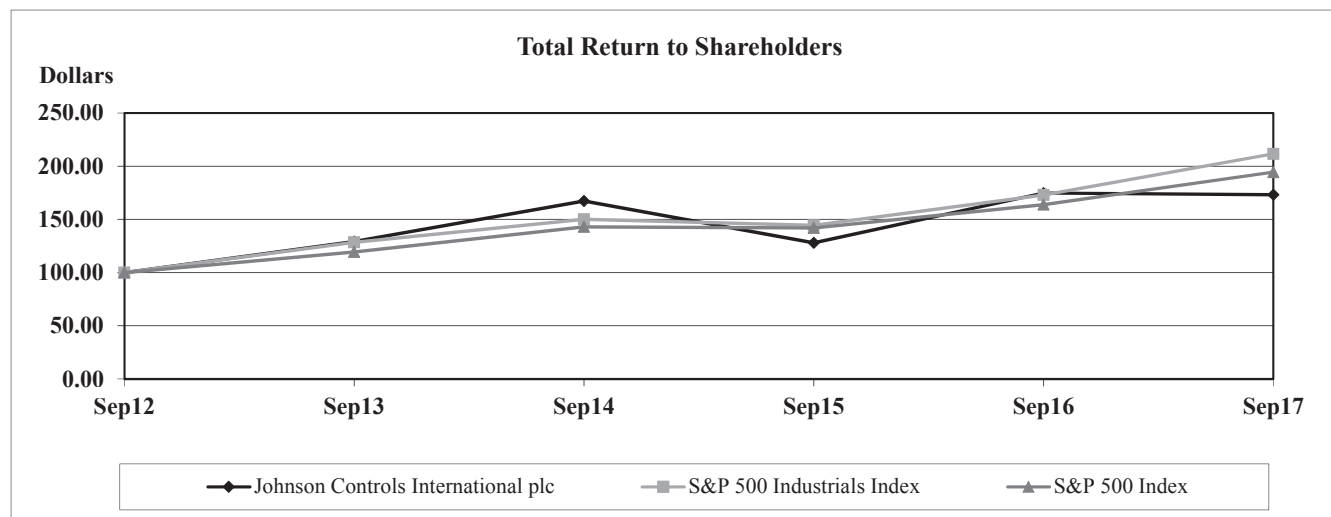
Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of the Publicly Announced Program	Approximate Dollar Value of Shares that May Yet be Purchased under the Programs
7/1/17 - 7/31/17				
Purchases by Company	2,400,200	\$ 43.61	2,400,200	\$ 469,275,694
8/1/17 - 8/31/17				
Purchases by Company	3,110,953	38.82	3,110,953	348,504,285
9/1/17 - 9/30/17				
Purchases by Company	—	—	—	348,504,285
7/1/17 - 7/31/17				
Purchases by affiliated purchaser	—	—	—	NA
8/1/17 - 8/31/17				
Purchases by affiliated purchaser	—	—	—	NA
9/1/17 - 9/30/17				
Purchases by affiliated purchaser	—	—	—	NA

During the three months ended September 30, 2017, acquisitions of shares by the Company from certain employees in order to satisfy employee tax withholding requirements in connection with the vesting of restricted shares were not material.

The following information in Item 5 is not deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C under the Securities Exchange Act of 1934 ("Exchange Act") or to the liabilities of Section 18 of the Exchange Act, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except to the extent the Company specifically incorporates it by reference into such a filing.

The line graph below compares the cumulative total shareholder return on our ordinary shares with the cumulative total return of companies on the Standard & Poor's ("S&P's") 500 Stock Index and the companies on the S&P 500 Industrials Index. This graph assumes the investment of \$100 on September 30, 2012 and the reinvestment of all dividends since that date.

COMPANY/INDEX	Sep12	Sep13	Sep14	Sep15	Sep16	Sep17
Johnson Controls International plc	100.00	129.11	167.25	127.97	174.77	173.17
S&P 500 Industrials Index	100.00	128.46	150.00	144.50	172.97	211.61
S&P 500 Index	100.00	119.34	142.89	142.02	163.93	194.44



The Company's transfer agent's contact information is as follows:

Wells Fargo Bank, N.A.  
Shareowner Services Department  
P.O. Box 64874  
St. Paul, MN 55164-0874  
(877) 602-7397

## ITEM 6 SELECTED FINANCIAL DATA

The following selected financial data reflects the results of operations, financial position data and ordinary share information for the fiscal years ended September 30, 2013 through September 30, 2017 (dollars in millions, except per share data).

	Year ended September 30,				
	2017	2016	2015	2014	2013
<b>OPERATING RESULTS</b>					
Net sales	\$ 30,172	\$ 20,837	\$ 17,100	\$ 16,717	\$ 16,684
Segment EBITA (1)	4,258	2,754	2,327	2,084	1,989
Income from continuing operations attributable to Johnson Controls (6)	1,654	732	814	906	1,146
Net income (loss) attributable to Johnson Controls	1,611	(868)	1,563	1,215	1,178
Earnings per share from continuing operations (6)					
Basic	\$ 1.77	\$ 1.10	\$ 1.24	\$ 1.36	\$ 1.68
Diluted	1.75	1.09	1.23	1.34	1.66
Return on average shareholders' equity attributable to Johnson Controls (2) (6)	7%	4%	8%	8%	10%
Capital expenditures	\$ 1,343	\$ 1,249	\$ 1,135	\$ 1,199	\$ 1,377
Depreciation and amortization	1,188	953	860	955	952
Number of employees	121,000	209,000	139,000	168,000	170,000
<b>FINANCIAL POSITION</b>					
Working capital (as defined) (3)	\$ 1,608	\$ 369	\$ 550	\$ 989	\$ 875
Total assets	51,884	63,179	29,590	32,777	31,646
Long-term debt	11,964	11,053	5,367	5,887	4,361
Total debt	13,572	12,759	6,208	6,100	5,218
Shareholders' equity attributable to Johnson Controls	20,447	24,118	10,335	11,270	12,273
Total debt to capitalization (4)	40%	35%	38%	35%	30%
Net book value per share (5)	\$ 22.03	\$ 25.77	\$ 15.96	\$ 16.93	\$ 17.93
<b>ORDINARY SHARE INFORMATION</b>					
Dividends per share	\$ 1.00	\$ 1.16	\$ 1.04	\$ 0.88	\$ 0.76
Market prices					
High	\$ 46.17	\$ 48.97	\$ 54.52	\$ 52.50	\$ 43.49
Low	36.74	30.30	38.48	39.42	24.75
Weighted average shares (in millions)					
Basic	935.3	667.4	655.2	666.9	683.7
Diluted	944.6	672.6	661.5	674.8	689.2
Number of shareholders	40,260	41,299	35,425	36,687	38,067

- (1) Segment earnings before interest, taxes and amortization ("EBITA") is calculated as income from continuing operations before income taxes and noncontrolling interests, excluding general corporate expenses, intangible asset amortization, net financing charges, significant restructuring and impairment costs, and net mark-to-market adjustments related to pension and postretirement plans. Refer to Note 19, "Segment Information," of the notes to consolidated financial statements for a reconciliation of segment EBITA to income from continuing operations before income taxes.
- (2) Return on average shareholders' equity attributable to Johnson Controls ("ROE") represents income from continuing operations attributable to Johnson Controls divided by average shareholders' equity attributable to Johnson Controls.
- (3) Working capital is defined as current assets less current liabilities, excluding cash, short-term debt, the current portion of long-term debt, and the current portion of assets and liabilities held for sale.

- (4) Total debt to total capitalization represents total debt divided by the sum of total debt and shareholders' equity attributable to Johnson Controls.
- (5) Net book value per share represents shareholders' equity attributable to Johnson Controls divided by the number of shares outstanding at the end of the period.
- (6) Income from continuing operations attributable to Johnson Controls includes \$367 million, \$288 million, \$215 million, \$165 million and \$191 million of significant restructuring and impairment costs in fiscal year 2017, 2016, 2015, 2014 and 2013, respectively. It also includes \$(420) million, \$393 million, \$416 million, \$187 million and \$(420) million of net mark-to-market charges (gains) on pension and postretirement plans in fiscal year 2017, 2016, 2015, 2014 and 2013, respectively. The preceding amounts are stated on a pre-tax basis.

## **ITEM 7**      **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **General**

The Company operates in two primary businesses: Building Technologies & Solutions and Power Solutions. Building Technologies & Solutions provides facility systems and services including comfort and energy management for the residential and non-residential buildings markets, security products and services, fire detection and suppression products and services, and life safety products. Power Solutions designs and manufactures automotive batteries for the replacement and original equipment markets.

This discussion summarizes the significant factors affecting the consolidated operating results, financial condition and liquidity of the Company for the three-year period ended September 30, 2017. This discussion should be read in conjunction with Item 8, the consolidated financial statements and the notes to consolidated financial statements.

Effective July 1, 2017, the Company reorganized the reportable segments within its Building Technologies & Solutions business to align with its new management reporting structure and business activities. Prior to this reorganization, Building Technologies & Solutions was comprised of five reportable segments for financial reporting purposes: Systems and Service North America, Products North America, Asia, Rest of World and Tyco. As a result of this change, Building Technologies & Solutions is now comprised of four reportable segments for financial reporting purposes: Building Solutions North America, Building Solutions EMEA/LA, Building Solutions Asia Pacific and Global Products. Historical information has been revised to reflect the new Building Technologies & Solutions reportable segments. Refer to Note 7, "Goodwill and Other Intangible Assets," and Note 19, "Segment Information," of the notes to consolidated financial statements for further information.

### **FISCAL YEAR 2017 COMPARED TO FISCAL YEAR 2016**

#### **Net Sales**

(in millions)	Year Ended September 30,		Change
	2017	2016	
Net sales	\$ 30,172	\$ 20,837	45%

The increase in consolidated net sales was due to higher sales in the Building Technologies & Solutions business (\$8,647 million) and Power Solutions business (\$667 million), and the favorable impact of foreign currency translation (\$21 million). Increased sales resulted from the Tyco Merger, as well as higher volumes in the Global Products segment, the impact of higher lead costs on pricing, and favorable pricing and product mix in the Power Solutions business. Excluding the impact of the Tyco Merger and foreign currency translation, consolidated net sales increased 4% as compared to the prior year. Refer to the segment analysis below within Item 7 for a discussion of net sales by segment.

## Cost of Sales / Gross Profit

(in millions)	Year Ended September 30,		Change
	2017	2016	
Cost of sales	\$ 20,833	\$ 15,183	37%
Gross profit	9,339	5,654	65%
% of sales	31.0%	27.1%	

Cost of sales increased in fiscal 2017 as compared to fiscal 2016, with gross profit as a percentage of sales increasing by 390 basis points. Gross profit in the Building Technologies & Solutions business included the incremental gross profit related to the Tyco Merger, and higher volumes in the Global Products segment. Gross profit in the Power Solutions business was favorably impacted by favorable pricing and product mix net of lead cost increases and higher volumes, partially offset by higher operating costs. Net mark-to-market adjustments on pension and postretirement plans had a net favorable year-over-year impact on cost of sales of \$169 million (\$72 million gain in fiscal 2017 compared to a \$97 million charge in fiscal 2016) primarily due to an increase in year-over-year discount rates and favorable U.S. investment returns versus expectations in the current year. Foreign currency translation had an unfavorable impact on cost of sales of approximately \$21 million. Refer to the segment analysis below within Item 7 for a discussion of segment earnings before interest, taxes and amortization ("EBITA") by segment.

## Selling, General and Administrative Expenses

(in millions)	Year Ended September 30,		Change
	2017	2016	
Selling, general and administrative expenses	\$ 6,158	\$ 4,190	47%
% of sales	20.4%	20.1%	

Selling, general and administrative expenses ("SG&A") increased by \$1,968 million year over year, and SG&A as a percentage of sales increased by 30 basis points. The Building Technologies & Solutions business SG&A increased primarily due to incremental SG&A related to the Tyco Merger, partially offset by productivity savings and cost synergies. Foreign currency translation had an unfavorable impact on SG&A of \$5 million. The net unfavorable year-over-year impact on SG&A resulting from transaction, integration and separation costs was \$149 million. The net mark-to-market adjustments on pension and postretirement plans had a net favorable year-over-year impact on SG&A of \$644 million (\$348 million gain in fiscal 2017 compared to a \$296 million charge in fiscal 2016) primarily due to an increase in year-over-year discount rates and favorable U.S. investment returns versus expectations in the current year. Refer to the segment analysis below within Item 7 for a discussion of segment EBITA by segment.

## Restructuring and Impairment Costs

(in millions)	Year Ended September 30,		Change
	2017	2016	
Restructuring and impairment costs	\$ 367	\$ 288	27%

Refer to Note 16, "Significant Restructuring and Impairment Costs," of the notes to consolidated financial statements for further disclosure related to the Company's restructuring plans.

## Net Financing Charges

(in millions)	Year Ended September 30,		Change
	2017	2016	
Net financing charges	\$ 496	\$ 289	72%

Net financing charges increased in fiscal 2017 as compared to fiscal 2016 primarily due to higher interest rates, higher average borrowing levels as a result of the debt assumed with the Tyco Merger, new debt issuances in the second quarter of fiscal year 2017 and debt exchange offer fees.



## Equity Income

(in millions)	Year Ended September 30,		Change
	2017	2016	
Equity income	\$ 240	\$ 174	38%

The increase in equity income was primarily due to higher income at certain partially-owned affiliates of the Power Solutions business and the Johnson Controls - Hitachi ("JCH") joint venture in the Building Technologies & Solutions business. Refer to the segment analysis below within Item 7 for a discussion of segment EBITA by segment.

## Income Tax Provision

(in millions)	Year Ended September 30,		Change
	2017	2016	
Income tax provision	\$ 705	\$ 197	*
Effective tax rate	28%	19%	

\* Measure not meaningful

The U.S. federal statutory tax rate is being used as a comparison since the Company was a U.S. domiciled company for 11 months of 2016 and due to the Company's current legal entity structure. The effective rate is below the U.S. statutory rate for fiscal 2017 primarily due to the benefits of continuing global tax planning initiatives, non-U.S. tax rate differentials, tax audit closures, and a tax benefit due to changes in entity tax status, partially offset by the jurisdictional mix of significant restructuring and impairment costs, Tyco Merger transaction / integration costs and the establishment of a deferred tax liability on the outside basis difference of the Company's investment in certain subsidiaries related to the divestiture of the Scott Safety business. The effective rate is below the U.S. statutory rate for fiscal 2016 primarily due to the benefits of continuing global tax planning initiatives and foreign tax rate differentials, partially offset by the jurisdictional mix of restructuring and impairment costs, and the tax impacts of the merger and integration related costs. The fiscal 2017 effective tax rate increased as compared to the fiscal 2016 effective tax rate primarily due to the tax effects of transactions (\$408 million), and the tax effects of restructuring and impairment costs (\$37 million), partially offset by the tax effects of reserve and valuation allowance adjustments (\$164 million) and tax planning initiatives. The fiscal year 2017 and 2016 global tax planning initiatives related primarily to foreign tax credit planning, changes in entity tax status, global financing structures and alignment of the Company's global business functions in a tax efficient manner. Refer to Note 18, "Income Taxes," of the notes to consolidated financial statements for further details.

## Valuation Allowances

The Company reviews the realizability of its deferred tax asset valuation allowances on a quarterly basis, or whenever events or changes in circumstances indicate that a review is required. In determining the requirement for a valuation allowance, the historical and projected financial results of the legal entity or consolidated group recording the net deferred tax asset are considered, along with any other positive or negative evidence. Since future financial results may differ from previous estimates, periodic adjustments to the Company's valuation allowances may be necessary.

In the fourth quarter of fiscal 2017, the Company performed an analysis related to the realizability of its worldwide deferred tax assets. As a result, and after considering tax planning initiatives and other positive and negative evidence, the Company determined that it was more likely than not that certain deferred tax assets primarily in Canada, China and Mexico would not be able to be realized, and it was more likely than not that certain deferred tax assets in Germany would be realized. Therefore, the Company recorded \$27 million of net valuation allowances as income tax expense in the three month period ended September 30, 2017.

In the fourth quarter of fiscal 2016, the Company performed an analysis related to the realizability of its worldwide deferred tax assets. As a result, and after considering tax planning initiatives and other positive and negative evidence, the Company determined that no other material changes were needed to its valuation allowances. Therefore, there was no impact to income tax expense due to valuation allowance changes in the three month period or year ended September 30, 2016.

## ***Uncertain Tax Positions***

The Company is subject to income taxes in the U.S. and numerous non-U.S. jurisdictions. Judgment is required in determining its worldwide provision for income taxes and recording the related assets and liabilities. In the ordinary course of the Company's business, there are many transactions and calculations where the ultimate tax determination is uncertain. The Company is regularly under audit by tax authorities.

During fiscal 2017, the Company settled a significant number of tax examinations impacting fiscal years 2006 to fiscal 2014. In the fourth quarter of fiscal 2017, income tax audit resolutions resulted in a net \$191 million benefit to income tax expense.

The Company's federal income tax returns and certain non-U.S. income tax returns for various fiscal years remain under various stages of audit by the IRS and respective non-U.S. tax authorities. Although the outcome of tax audits is always uncertain, management believes that it has appropriate support for the positions taken on its tax returns and that its annual tax provisions included amounts sufficient to pay assessments, if any, which may be proposed by the taxing authorities. At September 30, 2017, the Company had recorded a liability for its best estimate of the probable loss on certain of its tax positions, the majority of which is included in other noncurrent liabilities in the consolidated statements of financial position. Nonetheless, the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ materially from the amounts accrued for each year.

## ***Other Tax Matters***

During fiscal 2017, the Company recorded \$428 million of transaction and integration costs which generated a \$69 million tax benefit.

During fiscal 2017, the Company recorded a discrete non-cash tax charge of \$490 million related to establishment of a deferred tax liability on the outside basis difference of the Company's investment in certain subsidiaries of the Scott Safety business. This business is reported as net assets held for sale given the announced sale to 3M Company. Refer to Note 3, "Acquisitions and Divestitures," and Note 4, "Discontinued Operations," of the notes to consolidated financial statements for additional information.

In the fourth quarter of fiscal 2017, the Company recorded a tax charge of \$53 million due to a change in the deferred tax liability related to the outside basis of certain nonconsolidated subsidiaries.

In the first quarter of fiscal 2017, the Company recorded a discrete tax benefit of \$101 million due to changes in entity tax status.

During fiscal 2017 and 2016, the Company incurred significant charges for restructuring and impairment costs. Refer to Note 16, "Significant Restructuring and Impairment Costs," of the notes to consolidated financial statements for additional information. A substantial portion of these charges do not generate a tax benefit due to the Company's current tax position in these jurisdictions and the underlying tax basis in the impaired assets, resulting in \$65 million and \$28 million incremental tax expense in fiscal 2017 and 2016, respectively.

During the fourth quarter of fiscal 2016, the Company completed its merger with Tyco. As a result of that transaction, the Company incurred incremental tax expense of \$137 million. In preparation for the spin-off of the Automotive Experience business in the first quarter of fiscal 2017, the Company incurred incremental tax expense for continuing operations of \$26 million in fiscal 2016.

## ***Impacts of Tax Legislation and Change in Statutory Tax Rates***

On October 13, 2016, the U.S. Treasury and the IRS released final and temporary Section 385 regulations. These regulations address whether certain instruments between related parties are treated as debt or equity. The Company does not expect that the regulations will have a material impact on its consolidated financial statements.

The "look-through rule," under subpart F of the U.S. Internal Revenue Code, expired for the Company on September 30, 2015. The "look-through rule" had provided an exception to the U.S. taxation of certain income generated by foreign subsidiaries. The rule was extended in December 2015 retroactive to the beginning of the Company's 2016 fiscal year. The retroactive extension was signed into legislation and was made permanent through the Company's 2020 fiscal year.

During the fiscal years ended 2017 and 2016, other tax legislation was adopted in various jurisdictions. These law changes did not have a material impact on the Company's consolidated financial statements.

**Loss From Discontinued Operations, Net of Tax**

(in millions)	Year Ended September 30,		Change
	2017	2016	
Loss from discontinued operations, net of tax	\$ (34)	\$ (1,516)	*

\* Measure not meaningful

Refer to Note 4, "Discontinued Operations," of the notes to consolidated financial statements for further information.

**Income Attributable to Noncontrolling Interests**

(in millions)	Year Ended September 30,		Change
	2017	2016	
Income from continuing operations attributable to noncontrolling interests	\$ 199	\$ 132	51%
Income from discontinued operations attributable to noncontrolling interests	9	84	-89%

The increase in income from continuing operations attributable to noncontrolling interests for fiscal 2017 was primarily due to higher net income related to the JCH joint venture in the Building Technologies & Solutions business.

Refer to Note 4, "Discontinued Operations," of the notes to consolidated financial statements for further information regarding the Company's discontinued operations.

**Net Income (Loss) Attributable to Johnson Controls**

(in millions)	Year Ended September 30,		Change
	2017	2016	
Net income (loss) attributable to Johnson Controls	\$ 1,611	\$ (868)	*

\* Measure not meaningful

The increase in net income (loss) attributable to Johnson Controls was primarily due to incremental operating income as a result of the Tyco Merger and a prior year net loss from discontinued operations, partially offset by an increase in the income tax provision and higher net financing charges. Fiscal 2017 diluted earnings (loss) per share attributable to Johnson Controls was \$1.71 compared to (\$1.29) in fiscal 2016.

**Comprehensive Income (Loss) Attributable to Johnson Controls**

(in millions)	Year Ended September 30,		Change
	2017	2016	
Comprehensive income (loss) attributable to Johnson Controls	\$ 1,710	\$ (964)	*

\* Measure not meaningful

The increase in comprehensive income (loss) attributable to Johnson Controls was due to higher net income (loss) attributable to Johnson Controls (\$2,479 million) and an increase in other comprehensive loss attributable to Johnson Controls (\$195 million) primarily related to favorable foreign currency translation adjustments. These year-over-year favorable foreign currency translation adjustments were primarily driven by the strengthening of the euro and British pound currencies against the U.S. dollar, partially offset by the weakening of the Japanese yen currency against the U.S. dollar.

## SEGMENT ANALYSIS

Management evaluates the performance of its business units based primarily on segment EBITA, which is defined as income from continuing operations before income taxes and noncontrolling interests, excluding general corporate expenses, intangible asset amortization, net financing charges, significant restructuring and impairment costs, and net mark-to-market adjustments on pension and postretirement plans.

### *Building Technologies & Solutions*

(in millions)	Net Sales for the Year Ended September 30,			Segment EBITA for the Year Ended September 30,		
	2017	2016	Change	2017	2016	Change
Building Solutions North America	\$ 8,341	\$ 4,687	78%	\$ 1,039	\$ 494	*
Building Solutions EMEA/LA	3,595	1,613	*	290	74	*
Building Solutions Asia Pacific	2,444	1,736	41%	323	222	45%
Global Products	8,455	6,148	38%	1,179	637	85%
	<u>\$ 22,835</u>	<u>\$ 14,184</u>	<u>61%</u>	<u>\$ 2,831</u>	<u>\$ 1,427</u>	<u>98%</u>

\* Measure not meaningful

#### Net Sales:

- The increase in Building Solutions North America was due to incremental sales related to the Tyco Merger including current year nonrecurring purchase accounting adjustments (\$3,689 million), the impact of prior year nonrecurring purchase accounting adjustments (\$15 million) and the favorable impact of foreign currency translation (\$5 million), partially offset by a prior year business divestiture (\$32 million) and lower installation volumes (\$23 million).
- The increase in Building Solutions EMEA/LA was due to incremental sales related to the Tyco Merger including current year nonrecurring purchase accounting adjustments (\$1,982 million), higher volumes (\$7 million), the impact of prior year nonrecurring purchase accounting adjustments (\$5 million) and the favorable impact of foreign currency translation (\$3 million), partially offset by a business divestiture (\$15 million).
- The increase in Building Solutions Asia Pacific was due to incremental sales related to the Tyco Merger including current year nonrecurring purchase accounting adjustments (\$653 million), higher volumes of equipment and control systems (\$41 million), and higher service volumes (\$38 million), partially offset by the unfavorable impact of foreign currency translation (\$24 million). The increase in volume was driven by favorable local economic conditions.
- The increase in Global Products was due to incremental sales related to the Tyco Merger including current year nonrecurring purchase accounting adjustments (\$2,157 million), higher volumes (\$221 million) and the favorable impact of foreign currency translation (\$20 million), partially offset by lower volumes related to business divestitures and deconsolidation (\$91 million). The increase in volumes was primarily attributable to new product offerings.

#### Segment EBITA:

- The increase in Building Solutions North America was due to incremental income related to the Tyco Merger (\$567 million), the net impact of prior year and current year nonrecurring purchase accounting adjustments (\$52 million), favorable mix (\$9 million), lower selling, general and administrative expenses (\$3 million) as a result of productivity and synergy savings net of a prior year gain on business divestiture, the favorable impact of foreign currency translation (\$1 million) and prior year transaction costs (\$1 million), partially offset by current year integration costs (\$42 million), higher operating costs as a result of channel investments (\$25 million), current year transaction costs (\$13 million), lower volumes (\$6 million) and a prior year business divestiture (\$2 million).
- The increase in Building Solutions EMEA/LA was due to incremental income related to the Tyco Merger (\$221 million), the net impact of prior year and current year nonrecurring purchase accounting adjustments (\$33 million), lower selling, general and administrative expenses as a result of productivity and synergy savings (\$23 million), favorable mix (\$7 million), higher volumes (\$2 million) and prior year transaction costs (\$1 million), partially offset by a current year unfavorable arbitration award (\$50 million), current year integration costs (\$6 million), lower equity income (\$6 million),

current year transaction costs (\$5 million), the unfavorable impact of foreign currency translation (\$3 million) and a prior year business divestiture (\$1 million).

- The increase in Building Solutions Asia Pacific was due to incremental income related to the Tyco Merger (\$73 million), lower selling, general and administrative expenses as a result of productivity savings (\$24 million), higher volumes (\$20 million) and the favorable impact of foreign currency translation (\$1 million), partially offset by unfavorable mix (\$6 million), current year integration costs (\$5 million), higher operating costs (\$4 million) and current year transaction costs (\$2 million).
- The increase in Global Products was due to incremental income related to the Tyco Merger (\$474 million), higher volumes (\$55 million), lower selling, general and administrative expenses as a result of productivity and synergy savings (\$41 million), higher equity income (\$33 million), prior year integration costs (\$20 million), prior year transaction costs (\$14 million) and lower operating costs (\$13 million), partially offset by the net impact of prior year and current year nonrecurring purchase accounting adjustments (\$42 million), current year integration costs (\$25 million), unfavorable mix (\$16 million), current year transaction costs (\$13 million), the unfavorable impact of foreign currency translation (\$5 million), a prior year gain on acquisition of partially-owned affiliate (\$4 million) and business divestitures (\$3 million).

### **Power Solutions**

(in millions)	Year Ended September 30,		Change
	2017	2016	
Net sales	\$ 7,337	\$ 6,653	10%
Segment EBITA	1,427	1,327	8%

- Net sales increased due to the impact of higher lead costs on pricing (\$427 million) favorable pricing and product mix (\$154 million), higher sales volumes (\$86 million) and the favorable impact of foreign currency translation (\$17 million). The increase in volumes was driven by start-stop battery volumes and growth in China. Additionally, higher start-stop volumes contributed to favorable product mix.
- Segment EBITA increased due to favorable pricing and product mix net of lead cost increases (\$106 million), lower selling, general and administrative expenses as a result of productivity savings (\$39 million), higher equity income (\$28 million), higher volumes (\$27 million), prior year restructuring and impairment costs included in equity income (\$7 million), prior year transaction costs (\$1 million) and the favorable impact of foreign currency translation (\$1 million), partially offset by higher operating costs primarily driven by efforts to satisfy growing customer demand (\$108 million) and current year transaction costs (\$1 million).

## **FISCAL YEAR 2016 COMPARED TO FISCAL YEAR 2015**

### **Net Sales**

(in millions)	Year Ended September 30,		Change
	2016	2015	
Net sales	\$ 20,837	\$ 17,100	22%

The increase in consolidated net sales was due to higher sales in the Building Technologies & Solutions business (\$3,837 million) and Power Solutions business (\$243 million), partially offset by the unfavorable impact of foreign currency translation (\$343 million). Excluding the unfavorable impact of foreign currency translation, consolidated net sales increased 24% as compared to the prior year. Increased sales resulted from the JCH joint venture and the Tyco Merger, as well as higher volumes in the Building Solutions North America segment, higher global battery shipments and favorable product mix in the Power Solutions business. Refer to the segment analysis below within Item 7 for a discussion of net sales by segment.

## Cost of Sales / Gross Profit

(in millions)	Year Ended September 30,		Change
	2016	2015	
Cost of sales	\$ 15,183	\$ 12,569	21%
Gross profit	5,654	4,531	25%
% of sales	27.1%	26.5%	

Cost of sales increased in fiscal 2016 as compared to fiscal 2015, with gross profit as a percentage of sales increasing by 60 basis points. Foreign currency translation had a favorable impact on cost of sales of approximately \$253 million. Gross profit in the Building Technologies & Solutions business included the incremental gross profit related to the JCH joint venture and Tyco Merger, and higher volumes in the Building Solutions North America segment. Gross profit in the Power Solutions business was favorably impacted by higher volumes, and favorable pricing and product mix, partially offset by higher operating costs. Net mark-to-market adjustments on pension and postretirement plans had a net favorable year over year impact on cost of sales of \$56 million (\$97 million charge in fiscal 2016 compared to a \$153 million charge in fiscal 2015) primarily due to the unfavorable U.S. investment returns versus expectations and the adoption of new mortality rate changes in the U.S. in the prior year, partially offset by a decrease in year-over-year discount rates. Refer to the segment analysis below within Item 7 for a discussion of segment EBITA by segment.

## Selling, General and Administrative Expenses

(in millions)	Year Ended September 30,		Change
	2016	2015	
Selling, general and administrative expenses	\$ 4,190	\$ 3,191	31%
% of sales	20.1%	18.7%	

SG&A increased by \$999 million year over year, and SG&A as a percentage of sales increased by 140 basis points. The net mark-to-market adjustments on pension and postretirement plans had a net unfavorable year over year impact on SG&A of \$33 million (\$296 million charge in fiscal 2016 compared to a \$263 million charge in fiscal 2015) primarily due to a decrease in year-over-year discount rates, partially offset by the unfavorable U.S. investment returns versus expectations and the adoption of new mortality rate changes in the U.S. in the prior year. Additionally, the net unfavorable impact on SG&A resulting from transaction and integration costs was \$130 million. Excluding the impact of transaction and integrations costs, the Building Technologies & Solutions business SG&A increased primarily due to incremental SG&A related to the JCH joint venture and Tyco Merger, and product and sales force investments in North America. The Power Solutions business SG&A decreased primarily due to lower employee related expenses and cost reduction initiatives. Foreign currency translation had a favorable impact on SG&A of \$44 million. Refer to the segment analysis below within Item 7 for a discussion of segment EBITA by segment.

## Restructuring and Impairment Costs

(in millions)	Year Ended September 30,		Change
	2016	2015	
Restructuring and impairment costs	\$ 288	\$ 215	34%

Refer to Note 16, "Significant Restructuring and Impairment Costs," of the notes to consolidated financial statements for further disclosure related to the Company's restructuring plans.

## Net Financing Charges

(in millions)	Year Ended September 30,		Change
	2016	2015	
Net financing charges	\$ 289	\$ 274	5%

Net financing charges increased in fiscal 2016 as compared to fiscal 2015 primarily due to higher average borrowing levels; in part due to the acquisition of debt as a result of the Tyco Merger.



## Equity Income

(in millions)	Year Ended September 30,		Change
	2016	2015	
Equity income	\$ 174	\$ 80	*

\* Measure not meaningful

The increase in equity income was primarily due to current year income related to partially-owned affiliates of the JCH joint venture in the Building Technologies & Solutions business. Refer to the segment analysis below within Item 7 for a discussion of segment EBITA by segment.

## Income Tax Provision

(in millions)	Year Ended September 30,		Change
	2016	2015	
Income tax provision	\$ 197	\$ 71	*
Effective tax rate	19%	8%	

\* Measure not meaningful

The U.S. federal statutory tax rate is being used as a comparison since the Company was a U.S. domiciled company in fiscal 2015 and for 11 months of 2016. The effective rate is below the U.S. statutory rate for fiscal 2016 primarily due to the benefits of continuing global tax planning initiatives and foreign tax rate differentials, partially offset by the jurisdictional mix of restructuring and impairment costs, and the tax impacts of the merger and integration related costs. The effective rate is below the U.S. statutory rate for fiscal 2015 primarily due to the benefits of continuing global tax planning initiatives, income in certain non-U.S. jurisdictions with a tax rate lower than the U.S. statutory tax rate and adjustments due to tax audit resolutions. The fiscal 2016 effective tax rate increased as compared to the fiscal 2015 effective tax rate primarily due to the tax effects of transactions (\$163 million), reserve and valuation allowance adjustments (\$99 million), and the tax effects of restructuring and impairment costs (\$28 million), partially offset by tax planning initiatives (\$164 million). The fiscal year 2016 and 2015 global tax planning initiatives related primarily to foreign tax credit planning, global financing structures and alignment of the Company's global business functions in a tax efficient manner. Refer to Note 18, "Income Taxes," of the notes to consolidated financial statements for further details.

## Valuation Allowances

The Company reviews the realizability of its deferred tax asset valuation allowances on a quarterly basis, or whenever events or changes in circumstances indicate that a review is required. In determining the requirement for a valuation allowance, the historical and projected financial results of the legal entity or consolidated group recording the net deferred tax asset are considered, along with any other positive or negative evidence. Since future financial results may differ from previous estimates, periodic adjustments to the Company's valuation allowances may be necessary.

In the fourth quarter of fiscal 2016, the Company performed an analysis related to the realizability of its worldwide deferred tax assets. As a result, and after considering tax planning initiatives and other positive and negative evidence, the Company determined that no other material changes were needed to its valuation allowances. Therefore, there was no impact to income tax expense due to valuation allowance changes in the three month period or year ended September 30, 2016.

In the fourth quarter of fiscal 2015, the Company performed an analysis related to the realizability of its worldwide deferred tax assets. As a result, and after considering tax planning initiatives and other positive and negative evidence, the Company determined that it was more likely than not that certain deferred tax assets primarily within Spain, Germany, and the United Kingdom would not be realized, and was more likely than not that certain deferred tax assets of Poland and Germany would be realized. The impact of the net valuation allowance provision offset the benefit of valuation allowance releases and, as such, there was no net impact to income tax expense in the three month period or year ended September 30, 2015.



## ***Uncertain Tax Positions***

The Company is subject to income taxes in the U.S. and numerous non-U.S. jurisdictions. Judgment is required in determining its worldwide provision for income taxes and recording the related assets and liabilities. In the ordinary course of the Company's business, there are many transactions and calculations where the ultimate tax determination is uncertain. The Company is regularly under audit by tax authorities.

During fiscal 2015, the Company settled a significant number of tax examinations in Germany, Mexico and the U.S., impacting fiscal years 1998 to fiscal 2012. The settlement of unrecognized tax benefits included cash payments for approximately \$440 million and the loss of various tax attributes. The reduction for tax positions of prior years is substantially related to foreign exchange rates. In the fourth quarter of fiscal 2015, income tax audit resolutions resulted in a net \$99 million benefit to income tax expense.

The Company's federal income tax returns and certain non-U.S. income tax returns for various fiscal years remain under various stages of audit by the IRS and respective non-U.S. tax authorities. Although the outcome of tax audits is always uncertain, management believes that it has appropriate support for the positions taken on its tax returns and that its annual tax provisions included amounts sufficient to pay assessments, if any, which may be proposed by the taxing authorities. At September 30, 2016, the Company had recorded a liability for its best estimate of the probable loss on certain of its tax positions, the majority of which is included in other noncurrent liabilities in the consolidated statements of financial position. Nonetheless, the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ materially from the amounts accrued for each year.

## ***Other Tax Matters***

During fiscal 2016 and 2015, the Company incurred significant charges for restructuring and impairment costs. Refer to Note 16, "Significant Restructuring and Impairment Costs," of the notes to consolidated financial statements for additional information. A substantial portion of these charges do not generate a tax benefit due to the Company's current tax position in these jurisdictions and the underlying tax basis in the impaired assets, resulting in \$28 million incremental tax expense in fiscal 2016.

During the fourth quarter of fiscal 2016, the Company completed its merger with Tyco. As a result of that transaction, the Company incurred incremental tax expense of \$137 million. In preparation for the spin-off of the Automotive Experience business in the first quarter of fiscal 2017, the Company incurred incremental tax expense for continuing operations of \$26 million in fiscal 2016.

## ***Impacts of Tax Legislation and Change in Statutory Tax Rates***

After the fourth quarter of fiscal 2016, on October 13, 2016, the U.S. Treasury and the IRS released final and temporary Section 385 regulations. These regulations address whether certain instruments between related parties are treated as debt or equity. The Company does not expect that the regulations will have a material impact on its consolidated financial statements.

The "look-through rule," under subpart F of the U.S. Internal Revenue Code, expired for the Company on September 30, 2015. The "look-through rule" had provided an exception to the U.S. taxation of certain income generated by foreign subsidiaries. The rule was extended in December 2015 retroactive to the beginning of the Company's 2016 fiscal year. The retroactive extension was signed into legislation and was made permanent through the Company's 2020 fiscal year.

In the second quarter of fiscal 2015, tax legislation was adopted in Japan which reduced its statutory income tax rate. As a result of the law change, the Company recorded income tax expense of \$17 million in the second quarter of fiscal 2015.

During the fiscal years ended 2016 and 2015, other tax legislation was adopted in various jurisdictions. These law changes did not have a material impact on the Company's consolidated financial statements.

**Income (Loss) From Discontinued Operations, Net of Tax**

(in millions)	Year Ended September 30,		Change
	2016	2015	
Income (loss) from discontinued operations, net of tax	\$ (1,516)	\$ 819	*

\* Measure not meaningful

Refer to Note 4, "Discontinued Operations," of the notes to consolidated financial statements for further information.

**Income Attributable to Noncontrolling Interests**

(in millions)	Year Ended September 30,		Change
	2016	2015	
Income from continuing operations attributable to noncontrolling interests	\$ 132	\$ 46	*
Income from discontinued operations attributable to noncontrolling interests	84	70	20%

\* Measure not meaningful

The increase in income from continuing operations attributable to noncontrolling interests for fiscal 2016 was primarily due to current year income related to the JCH joint venture in the Building Technologies & Solutions business.

Refer to Note 4, "Discontinued Operations," of the notes to consolidated financial statements for further information regarding the Company's discontinued operations.

**Net Income (Loss) Attributable to Johnson Controls**

(in millions)	Year Ended September 30,		Change
	2016	2015	
Net income (loss) attributable to Johnson Controls	\$ (868)	\$ 1,563	*

\* Measure not meaningful

The decrease in net income (loss) attributable to Johnson Controls was primarily due to a net loss from discontinued operations, higher SG&A primarily due to higher transaction costs in the current year, an increase in the income tax provision, and current year restructuring and impairment costs, partially offset by higher gross profit. Fiscal 2016 diluted earnings (loss) per share attributable to Johnson Controls was (\$1.29) compared to \$2.36 in fiscal 2015.

**Comprehensive Income (Loss) Attributable to Johnson Controls**

(in millions)	Year Ended September 30,		Change
	2016	2015	
Comprehensive income (loss) attributable to Johnson Controls	\$ (964)	\$ 743	*

\* Measure not meaningful

The decrease in comprehensive income (loss) attributable to Johnson Controls was due to lower net income (loss) attributable to Johnson Controls (\$2,431 million), partially offset by a decrease in other comprehensive loss attributable to Johnson Controls (\$724 million) primarily related to favorable foreign currency translation adjustments. These year-over-year favorable foreign currency translation adjustments were primarily driven by the weakening of the Brazilian real, Canadian dollar, Colombian peso, euro and Japanese currencies against the U.S. dollar in the prior year.

## Segment Analysis

Management evaluates the performance of its business units based primarily on segment EBITA, which is defined as income from continuing operations before income taxes and noncontrolling interests, excluding general corporate expenses, intangible asset amortization, net financing charges, significant restructuring and impairment costs, and net mark-to-market adjustments on pension and postretirement plans.

### *Building Technologies & Solutions*

(in millions)	Net Sales for the Year Ended September 30,			Segment EBITA for the Year Ended September 30,		
	2016	2015	Change	2016	2015	Change
Building Solutions North America	\$ 4,687	\$ 4,270	10%	\$ 494	\$ 416	19%
Building Solutions EMEA/LA	1,613	1,549	4%	74	45	64%
Building Solutions Asia Pacific	1,736	1,651	5%	222	211	5%
Global Products	6,148	3,040	*	637	414	54%
	<u>\$ 14,184</u>	<u>\$ 10,510</u>	<u>35%</u>	<u>\$ 1,427</u>	<u>\$ 1,086</u>	<u>31%</u>

\* Measure not meaningful

#### Net Sales:

- The increase in Building Solutions North America was due to incremental sales related to the Tyco Merger (\$335 million), and higher volumes of controls systems and service (\$172 million), partially offset by lower volumes related to business divestitures (\$52 million), the unfavorable impact of foreign currency translation (\$23 million) and the impact of nonrecurring purchase accounting adjustments (\$15 million). The increase in volumes was primarily attributable to market share gains.
- The increase in Building Solutions EMEA/LA was due to incremental sales related to the Tyco Merger (\$195 million) and incremental sales related to a business acquisition (\$7 million), partially offset by the unfavorable impact of foreign currency translation (\$77 million), lower volumes (\$56 million) and the impact of nonrecurring purchase accounting adjustments (\$5 million). The net decrease in volumes was primarily attributable to unfavorable local market conditions.
- The increase in Building Solutions Asia Pacific was due to incremental sales related to the Tyco Merger (\$68 million) and higher volumes (\$65 million), partially offset by the unfavorable impact of foreign currency translation (\$48 million). The increase in volumes was primarily driven favorable local economic conditions.
- The increase in Global Products was due to incremental sales related to the JCH joint venture (\$2,808 million), incremental sales related to the Tyco Merger (\$230 million) and higher volumes (\$85 million), partially offset by the unfavorable impact of foreign currency translation (\$15 million). The increase in volume was driven by new product offerings.

#### Segment EBITA:

- The increase in Building Solutions North America was due to incremental income related to the Tyco Merger (\$54 million), higher volumes (\$38 million), lower selling, general and administrative expenses (\$34 million) as a result of restructuring actions and other cost reduction initiatives and a current year gain on business divestiture net of a prior year gain on business divestitures, and prior year transaction and integration costs (\$4 million), partially offset by the impact of nonrecurring purchase accounting adjustments (\$28 million), unfavorable margin rates (\$13 million), lower income due to a prior year business divestiture (\$5 million), the unfavorable impact of foreign currency translation (\$3 million), a pension settlement loss (\$2 million), and current year transaction and integration costs (\$1 million).

- The increase in Building Solutions EMEA/LA was due to incremental income related to the Tyco Merger (\$24 million), favorable margin rates (\$22 million), lower selling, general and administrative expenses (\$10 million), and prior year transaction and integration costs (\$1 million), partially offset by lower volumes (\$12 million), the impact of nonrecurring purchase accounting adjustments (\$10 million), lower equity income (\$3 million), the unfavorable impact of foreign currency translation (\$2 million), and current year transaction and integration costs (\$1 million).
- The increase in Building Solutions Asia Pacific was due to lower selling, general and administrative expenses (\$20 million), higher volumes (\$16 million), incremental income related to the Tyco Merger (\$6 million), and prior year transaction and integration costs (\$1 million), partially offset by unfavorable margin rates (\$22 million), the unfavorable impact of foreign currency translation (\$8 million) and the impact of nonrecurring purchase accounting adjustments (\$2 million).
- The increase in Global Products was due to incremental income related to the JCH joint venture exclusive of global investments in related products and technologies (\$307 million), incremental income related to the Tyco Merger (\$51 million), higher volumes (\$32 million), prior year transaction and integration costs (\$31 million), a gain on a partially-owned affiliate (\$4 million) and higher equity income (\$1 million), partially offset by higher selling, general and administrative expenses (\$116 million) due to global product and related sales force investments and a prior year gain on business divestitures, current year transaction and integration costs (\$35 million), nonrecurring purchase accounting adjustments (\$29 million), unfavorable margin rates (\$16 million), the unfavorable impact of foreign currency translation (\$4 million) and a pension settlement loss (\$3 million).

### **Power Solutions**

(in millions)	Year Ended September 30,		Change
	2016	2015	
Net sales	\$ 6,653	\$ 6,590	1%
Segment EBITA	1,327	1,241	7%

- Net sales increased due to higher sales volumes (\$246 million), and favorable pricing and product mix (\$105 million), partially offset by the unfavorable impact of foreign currency translation (\$180 million) and the impact of lower lead costs on pricing (\$108 million). The increase in volumes was primarily driven by start-stop battery volumes and growth in China. Additionally, higher start-stop volumes contributed to favorable product mix.
- Segment EBITA increased due to higher volumes (\$77 million), favorable pricing and product mix (\$55 million), and lower selling, general and administrative expenses due to lower employee related expenses and cost reduction initiatives (\$41 million), partially offset by higher operating costs primarily driven by efforts to increase supply to satisfy growing customer demand and launch new capacity in China (\$48 million), the unfavorable impact of foreign currency translation (\$29 million), restructuring and impairment costs included in equity income (\$7 million), a pension settlement loss (\$1 million), transaction costs (\$1 million) and lower equity income (\$1 million).

### **GOODWILL, LONG-LIVED ASSETS AND OTHER INVESTMENTS**

Goodwill at September 30, 2017 was \$19.7 billion, \$1.3 billion lower than the prior year. The decrease was primarily due to business divestitures.

Goodwill reflects the cost of an acquisition in excess of the fair values assigned to identifiable net assets acquired. The Company reviews goodwill for impairment during the fourth fiscal quarter or more frequently if events or changes in circumstances indicate the asset might be impaired. The Company performs impairment reviews for its reporting units, which have been determined to be the Company's reportable segments or one level below the reportable segments in certain instances, using a fair value method based on management's judgments and assumptions or third party valuations. The fair value of a reporting unit refers to the price that would be received to sell the unit as a whole in an orderly transaction between market participants at the measurement date. In estimating the fair value, the Company uses multiples of earnings based on the average of historical, published multiples of earnings of comparable entities with similar operations and economic characteristics. In certain instances, the Company uses discounted cash flow analyses or estimated sales price to further support the fair value estimates. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement." The estimated

fair value is then compared with the carrying amount of the reporting unit, including recorded goodwill. The Company is subject to financial statement risk to the extent that the carrying amount exceeds the estimated fair value.

The assumptions included in the impairment tests require judgment, and changes to these inputs could impact the results of the calculations. Other than management's projections of future cash flows, the primary assumptions used in the impairment tests were the weighted-average cost of capital and long-term growth rates. Although the Company's cash flow forecasts are based on assumptions that are considered reasonable by management and consistent with the plans and estimates management is using to operate the underlying businesses, there are significant judgments in determining the expected future cash flows attributable to a reporting unit.

Indefinite-lived other intangible assets are also subject to at least annual impairment testing. A considerable amount of management judgment and assumptions are required in performing the impairment tests. While the Company believes the judgments and assumptions used in the impairment tests are reasonable and no impairments of goodwill or indefinite-lived assets existed during fiscal years 2017, 2016 and 2015, different assumptions could change the estimated fair values and, therefore, impairment charges could be required, which could be material to the consolidated financial statements.

The Company reviews long-lived assets, including property, plant and equipment and other intangible assets with definite lives, for impairment whenever events or changes in circumstances indicate that the asset's carrying amount may not be recoverable. The Company conducts its long-lived asset impairment analyses in accordance with ASC 360-10-15, "Impairment or Disposal of Long-Lived Assets" and ASC 985-20, "Costs of software to be sold, leased, or marketed." ASC 360-10-15 requires the Company to group assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluate the asset group against the sum of the undiscounted future cash flows. If the undiscounted cash flows do not indicate the carrying amount of the asset is recoverable, an impairment charge is measured as the amount by which the carrying amount of the asset group exceeds its fair value based on discounted cash flow analysis or appraisals. ASC 985-20 requires the unamortized capitalized costs of a computer software product be compared to the net realizable value of that product. The amount by which the unamortized capitalized costs of a computer software product exceed the net realizable value of that asset shall be written off.

In fiscal 2017, the Company concluded it had triggering events requiring assessment of impairment for certain of its long-lived assets in conjunction with its restructuring actions announced in fiscal 2017. As a result, the Company reviewed the long-lived assets for impairment and recorded \$77 million of asset impairment charges within restructuring and impairment costs on the consolidated statements of income. Of the total impairment charges, \$30 million related to the Building Solutions North America segment, \$20 million related to the Global Products segment, \$19 million related to Corporate assets, \$7 million related to the Power Solutions segment and \$1 million related to the Building Solutions Asia Pacific segment. Refer to Note 16, "Significant Restructuring and Impairment Costs," of the notes to consolidated financial statements for additional information. The impairments were measured, depending on the asset, under either an income approach utilizing forecasted discounted cash flows or a market approach utilizing an appraisal to determine fair values of the impaired assets. These methods are consistent with the methods the Company employed in prior periods to value other long-lived assets. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement."

In the second, third and fourth quarters of fiscal 2016, the Company concluded it had triggering events requiring assessment of impairment for certain of its long-lived assets in conjunction with its restructuring actions announced in fiscal 2016. As a result, the Company reviewed the long-lived assets for impairment and recorded \$103 million of asset impairment charges within restructuring and impairment costs on the consolidated statements of income. Of the total impairment charges, \$64 million related to the Power Solutions segment, \$24 million related to Corporate assets, \$8 million related to the Global Products segment, \$4 million related to the Building Solutions Asia Pacific segment and \$3 million related to the Building Solutions EMEA/LA segment. In addition, the Company recorded \$87 million of asset impairments within discontinued operations related to Adient in fiscal 2016. Refer to Note 16, "Significant Restructuring and Impairment Costs," of the notes to consolidated financial statements for additional information. The impairments were measured, depending on the asset, under either an income approach utilizing forecasted discounted cash flows or a market approach utilizing an appraisal to determine fair values of the impaired assets. These methods are consistent with the methods the Company employed in prior periods to value other long-lived assets. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement."

In the fourth quarter of fiscal 2015, the Company concluded it had triggering events requiring assessment of impairment for certain of its long-lived assets in conjunction with its announced restructuring actions and the intention to spin-off the Automotive Experience business. As a result, the Company reviewed the long-lived assets for impairment and recorded a \$156 million impairment charge within restructuring and impairment costs on the consolidated statements of income. Of the total impairment charge, \$139 million related to Corporate assets, \$16 million related to the Building Solutions EMEA/LA segment and \$1 million

related to the Building Solutions North America segment. In addition, the Company recorded \$27 million of asset impairments within discontinued operations related to Adient in fiscal 2015. Refer to Note 16, "Significant Restructuring and Impairment Costs," of the notes to consolidated financial statements for additional information. The impairment was measured, depending on the asset, either under an income approach utilizing forecasted discounted cash flows or a market approach utilizing an appraisal to determine fair values of the impaired assets. These methods are consistent with the methods the Company employed in prior periods to value other long-lived assets. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement."

Investments in partially-owned affiliates ("affiliates") at September 30, 2017 were \$1.2 billion, \$0.2 billion higher than the prior year. The increase was primarily due to equity income from partially-owned affiliates in the Power Solutions business and the JCH joint venture.

## LIQUIDITY AND CAPITAL RESOURCES

### Working Capital

(in millions)	September 30, 2017	September 30, 2016	Change
Current assets	\$ 12,292	\$ 17,109	
Current liabilities	(11,854)	(16,331)	
	438	778	-44%
Less: Cash	(321)	(579)	
Add: Short-term debt	1,214	1,078	
Add: Current portion of long-term debt	394	628	
Less: Assets held for sale	(189)	(5,812)	
Add: Liabilities held for sale	72	4,276	
Working capital (as defined)	\$ 1,608	\$ 369	*
Accounts receivable	\$ 6,666	\$ 6,394	4%
Inventories	3,209	2,888	11%
Accounts payable	4,271	4,000	7%

\* Measure not meaningful

- The Company defines working capital as current assets less current liabilities, excluding cash, short-term debt, the current portion of long-term debt, and the current portion of assets and liabilities held for sale. Management believes that this measure of working capital, which excludes financing-related items and businesses to be divested, provides a more useful measurement of the Company's operating performance.
- The increase in working capital at September 30, 2017 as compared to September 30, 2016, was primarily due to current year income tax payments related to the Adient-spin off, an increase in inventory to meet anticipated customer demand and an increase in accounts receivable due to timing of customer receipts, partially offset by an increase in accounts payable due to timing and mix of supplier payments.
- The Company's days sales in accounts receivable at September 30, 2017 were 65, a slight increase from 63 at September 30, 2016. There has been no significant adverse change in the level of overdue receivables or changes in revenue recognition methods. Increased volumes in certain of the segments contributed to the increase.
- The Company's inventory turns for the year ended September 30, 2017 were lower than the comparable period ended September 30, 2016 primarily due to a build of Power Solutions inventory levels to meet customer demand.
- Days in accounts payable at September 30, 2017 were 73 days, higher than 69 days at the comparable period ended September 30, 2016.



## Cash Flows

(in millions)	Year Ended September 30,	
	2017	2016
Cash provided by operating activities	\$ 12	\$ 1,895
Cash used by investing activities	(1,137)	(887)
Cash provided (used) by financing activities	717	(933)
Capital expenditures	(1,343)	(1,249)

- The decrease in cash provided by operating activities was primarily due to higher income tax payments related to the Adient spin-off (\$1.2 billion in the first quarter of fiscal 2017) and the movement in trade working capital balances.
- The increase in cash used by investing activities was primarily due to cash acquired in the Tyco Merger in the prior year and an increase in capital expenditures, partially offset by cash received from business divestitures in the current year.
- The increase in cash provided by financing activities was primarily due to the net dividend proceeds from the Adient spin-off, an increase in long-term debt and higher dividends paid to noncontrolling interests related to the JCH joint venture in the prior year, partially offset by a net decrease in short-term debt borrowings.
- The increase in capital expenditures in the current year is primarily related to higher capital investments in the current year in the Building Technologies & Solutions and Power Solutions businesses, partially offset by lower capital investments in the Automotive Experience business due to the Adient spin-off.

## Capitalization

(in millions)	September 30, 2017	September 30, 2016	Change
Short-term debt	\$ 1,214	\$ 1,078	
Current portion of long-term debt	394	628	
Long-term debt	11,964	11,053	
Total debt	\$ 13,572	\$ 12,759	6%
Shareholders' equity attributable to Johnson Controls ordinary shareholders	20,447	24,118	-15%
Total capitalization	\$ 34,019	\$ 36,877	-8%
Total debt as a % of total capitalization	40%	35%	

- The Company believes the percentage of total debt to total capitalization is useful to understanding the Company's financial condition as it provides a review of the extent to which the Company relies on external debt financing for its funding and is a measure of risk to its shareholders.
- Shareholders' equity attributable to Johnson Controls ordinary shareholders decreased as a result of the Adient spin-off in October 2016. Refer to Note 5, "Discontinued Operations," of the notes to consolidated financial statements for further information.
- In connection with the Tyco Merger, on December 28, 2016, the Company completed its offers to exchange all validly tendered and accepted notes of certain series (the existing notes) issued by JCI Inc. or Tyco International Finance S.A. ("TIFSA"), as applicable, each of which is a wholly owned subsidiary of the Company, for new notes (the "New Notes") to be issued by the Company, and the related solicitation of consents to amend the indentures governing the existing notes (the offers to exchange and the related consent solicitation together the "exchange offers"). Pursuant to the exchange offers, the Company exchanged approximately \$5.6 billion of \$6.0 billion in aggregate principal amount of dollar denominated notes and approximately 423 million euro of 500 million euro in aggregate principal amount of euro denominated notes. All validly tendered and accepted existing notes have been canceled. Immediately following such cancellation, \$380.9 million aggregate principal amount of existing notes (not including the TIFSA Euro Notes) remained outstanding across seventeen series of dollar-denominated existing notes and 77.4 million euro aggregate principal amount of TIFSA Euro Notes remained outstanding across one series. In connection with the settlement of the exchange offers, the New Notes



were registered under the Securities Act of 1933 and their terms are described in the Company's Prospectus dated December 19, 2016, as filed with the SEC under Rule 424(b)(3) of the Act on that date. The issuance of the New Notes occurred on December 28, 2016. The New Notes are unsecured and unsubordinated obligations of the Company and rank equally with all other unsecured and unsubordinated indebtedness of the Company issued from time to time.

- In connection with the Tyco Merger on September 2, 2016, JCI Inc., a wholly owned subsidiary of the Company, replaced its \$2.5 billion committed five-year credit facility scheduled to mature in August 2018 with a \$2.0 billion committed four-year credit facility scheduled to expire in August 2020. Also, in connection with the Tyco Merger on September 2, 2016, Tyco International Holding S.à.r.l ("TSarl"), a wholly owned subsidiary of the Company, entered into a four-year, \$1.0 billion revolving credit agreement scheduled to expire in August 2020. The facilities are used to support the Company's outstanding commercial paper. There were no draws on either committed credit facility during the fiscal year ended September 30, 2017.
- Simultaneously with the closing of the Tyco Merger on September 2, 2016, TSarl borrowed \$4.0 billion under the Term Loan Credit Agreement dated as of March 10, 2016 with a syndicate of lenders, providing for a three and a half year senior unsecured term loan facility to finance the cash consideration for, and fees, expenses and costs incurred in connection with the Merger. During fiscal 2017, the Company partially repaid \$300 million of the \$4.0 billion floating rate term loan scheduled to expire in March 2020. As of September 30, 2017, the outstanding term loan balance was \$3.7 billion. In October 2017, the Company completed the previously announced sale of its Scott Safety business to 3M, and net cash proceeds from the transaction of \$1.9 billion were used to further repay a significant portion of the \$4.0 billion term loan.
- At September 30, 2017, the Company had committed bilateral U.S. dollar denominated revolving credit facilities totaling \$550 million, which are scheduled to expire in fiscal 2018. There were no draws on any of these revolving facilities as of September 30, 2017.
- In September 2017, the Company entered into a 364-day 150 million euro, floating rate, term loan scheduled to expire in September 2018. Proceeds from the loan were used for general corporate purposes.
- In September 2017, the Company entered into five-year 35 billion yen syndicated floating rate term loan scheduled to expire in September 2022. Proceeds from the loan were used for general corporate purposes.
- In July 2017, the Company retired \$150 million in principal amount, plus accrued interest, of its 7.125% fixed rate notes that expired in July 2017.
- In July 2017, the Company repurchased, at a discount, 4 million euro of its TIFSA 1.375% fixed rate notes, plus accrued interest, scheduled to expire in 2025.
- In March 2017, the Company issued one billion euro in principal amount of 1.0% senior unsecured fixed rate notes due in fiscal 2023. Proceeds from the issuance were used to repay existing debt and for other general corporate purposes.
- In March 2017, the Company entered into a 364-day \$150 million committed revolving credit facility scheduled to expire in March 2018. As of September 30, 2017, there were no draws on the facility.
- In March 2017, the Company retired \$46 million in principal amount, plus accrued interest, of its 2.355% fixed rate notes that expired in March 2017.
- In March 2017 and February 2017, the Company repurchased, at a discount, 15 million euro of its TIFSA 1.375% fixed rate notes, plus accrued interest, scheduled to expire in February 2025.
- In February 2017, the Company issued \$500 million aggregate principal amount of 4.5% senior unsecured fixed rate notes due in fiscal 2047. Proceeds from the issuance were used to repay outstanding commercial paper borrowings and for other general corporate purposes.
- In February 2017, the Company entered into a 364-day \$150 million committed revolving credit facility scheduled to expire in February 2018. As of September 30, 2017, there were no draws on the facility.
- In January 2017, the Company entered into a 364-day \$250 million committed revolving credit facility scheduled to expire in January 2018. As of September 30, 2017, there were no draws on the facility.

- In December 2016, the Company retired \$400 million in principal amount, plus accrued interest, of its 2.6% fixed rate notes that expired in December 2016.
- In December 2016, the Company entered into a 364-day 100 million euro floating rate term loan scheduled to mature in December 2017. Proceeds from the term loan were used for general corporate purposes. Principal and accrued interest were fully repaid in March 2017.
- In December 2016, a \$100 million committed revolving credit facility expired. There were no draws on the facility.
- In November 2016, the Company fully repaid its 37 billion yen syndicated floating rate term loan, plus accrued interest, scheduled to expire in June 2020.
- In November 2016, a \$35 million committed revolving credit facility expired. There were no draws on the facility.
- In October 2016, the Company repaid two ten-month floating rate term loans totaling \$325 million, plus accrued interest, scheduled to expire in October 2016.
- In October 2016, the Company repaid a nine-month \$100 million floating rate term loan, plus accrued interest, scheduled to expire in November 2016.
- In October 2016, the Company repaid a nine-month 100 million euro floating rate term loan, plus accrued interest, scheduled to expire in October 2016.
- The Company also selectively makes use of short-term credit lines other than its revolving credit facilities at the Company and TSarl. The Company estimates that, as of September 30, 2017, it could borrow up to \$1.4 billion based on average borrowing levels during the year on committed credit lines.
- The Company believes its capital resources and liquidity position at September 30, 2017 are adequate to meet projected needs. The Company believes requirements for working capital, capital expenditures, dividends, stock repurchases, minimum pension contributions, debt maturities and any potential acquisitions in fiscal 2018 will continue to be funded from operations, supplemented by short- and long-term borrowings, if required. The Company currently manages its short-term debt position in the U.S. and euro commercial paper markets and bank loan markets. In the event the Company and TSarl are unable to issue commercial paper, they would have the ability to draw on their \$2.0 billion and \$1.0 billion revolving credit facilities, respectively. Both facilities mature in August 2020. There were no draws on the revolving credit facilities as of September 30, 2017. As such, the Company believes it has sufficient financial resources to fund operations and meet its obligations for the foreseeable future.
- The Company earns a significant amount of its operating income outside of the parent company. Outside basis differences in these subsidiaries are deemed to be permanently reinvested except in limited circumstances. However, in fiscal 2017, the Company provided income tax expense related to a change in the Company's assertion over the outside basis difference of the Scott Safety business as a result of the pending divestiture as well as the outside basis of certain nonconsolidated subsidiaries. In addition, in fiscal 2016, the Company provided income tax expense related to a change in the Company's assertion over a portion of the permanently reinvested earnings as a result of the planned spin-off of the Automotive Experience business. The Company currently does not intend nor foresee a need to repatriate undistributed earnings included in the outside basis differences other than in tax efficient manners. Except as noted, the Company's intent is to reduce basis differences only when it would be tax efficient. The Company expects existing U.S. cash and liquidity to continue to be sufficient to fund the Company's U.S. operating activities and cash commitments for investing and financing activities for at least the next twelve months and thereafter for the foreseeable future. In the U.S., should the Company require more capital than is generated by its operations, the Company could elect to raise capital in the U.S. through debt or equity issuances. The Company has borrowed funds in the U.S. and continues to have the ability to borrow funds in the U.S. at reasonable interest rates. In addition, the Company expects existing non-U.S. cash, cash equivalents, short-term investments and cash flows from operations to continue to be sufficient to fund the Company's non-U.S. operating activities and cash commitments for investing activities, such as material capital expenditures, for at least the next twelve months and thereafter for the foreseeable future. Should the Company require more capital at the Luxembourg and Ireland holding and financing entities, other than amounts that can be provided in tax efficient methods, the Company could also elect to raise capital through debt or equity issuances. These alternatives could result in increased interest expense or other dilution of the Company's earnings.

- The Company's debt financial covenant in its revolving credit facility requires a minimum consolidated shareholders' equity attributable to Johnson Controls of at least \$3.5 billion at all times. The revolving credit facility also limits the amount of debt secured by liens that may be incurred to a maximum aggregated amount of 10% of consolidated shareholders' equity attributable to Johnson Controls for liens and pledges. For purposes of calculating these covenants, consolidated shareholders' equity attributable to Johnson Controls is calculated without giving effect to (i) the application of Accounting Standards Codification ("ASC") 715-60, "Defined Benefit Plans - Other Postretirement," or (ii) the cumulative foreign currency translation adjustment. TSarl's revolving credit facility contains customary terms and conditions, and a financial covenant that limits the ratio of TSarl's debt to earnings before interest, taxes, depreciation, and amortization as adjusted for certain items set forth in the agreement to 3.5x. TSarl's revolving credit facility also limits its ability to incur subsidiary debt or grant liens on its and its subsidiaries' property. As of September 30, 2017, the Company and TSarl were in compliance with all covenants and other requirements set forth in their credit agreements and the indentures, governing their notes, and expect to remain in compliance for the foreseeable future. None of the Company's or TSarl's debt agreements limit access to stated borrowing levels or require accelerated repayment in the event of a decrease in the respective borrower's credit rating.
- To better align its resources with its growth strategies and reduce the cost structure of its global operations in certain underlying markets, the Company committed to a significant restructuring plan in fiscal 2017 and recorded \$367 million of restructuring and impairment costs in the consolidated statements of income. The restructuring action related to cost reduction initiatives in the Company's Building Technologies & Solutions and Power Solutions businesses and at Corporate. The costs consist primarily of workforce reductions, plant closures and asset impairments. The Company currently estimates that upon completion of the restructuring action, the fiscal 2017 restructuring plan will reduce annual operating costs from continuing operations by approximately \$280 million, which is primarily the result of lower cost of sales and selling, general and administrative expenses due to reduced employee-related costs, depreciation and amortization expense. The Company expects the annual benefit of these actions will be substantially realized in fiscal 2018. For fiscal 2017, the savings, net of execution costs, were approximately 40% of the expected annual operating cost reduction. The restructuring action is expected to be substantially complete in fiscal 2018. The restructuring plan reserve balance of \$239 million at September 30, 2017 is expected to be paid in cash.
- To better align its resources with its growth strategies and reduce the cost structure of its global operations to address the softness in certain underlying markets, the Company committed to a significant restructuring plan in fiscal 2016 and recorded \$288 million of restructuring and impairment costs in the consolidated statements of income. The restructuring action related to cost reduction initiatives in the Company's Building Technologies & Solutions and Power Solutions businesses and at Corporate. The costs consist primarily of workforce reductions, plant closures, asset impairments and change-in-control payments. The Company currently estimates that upon completion of the restructuring action, the fiscal 2016 restructuring plan will reduce annual operating costs from continuing operations by approximately \$135 million, which is primarily the result of lower cost of sales and selling, general and administrative expenses due to reduced employee-related costs, depreciation and amortization expense. The Company expects the annual benefit of these actions will be substantially realized by the end of fiscal 2018. For fiscal 2017, the savings, net of execution costs, were approximately 35% of the expected annual operating cost reduction. The restructuring action is expected to be substantially complete in fiscal 2018. The restructuring plan reserve balance of \$92 million at September 30, 2017 is expected to be paid in cash.

A summary of the Company's significant contractual obligations for continuing operations as of September 30, 2017 is as follows (in millions):

	Total	2018	2019-2020	2021-2022	2023 and Beyond
<b>Contractual Obligations</b>					
Long-term debt (including capital lease obligations)*	\$ 12,403	\$ 394	\$ 4,228	\$ 1,305	\$ 6,476
Interest on long-term debt (including capital lease obligations)*	5,731	413	752	503	4,063
Operating leases	954	315	397	157	85
Purchase obligations	2,334	1,830	373	125	6
Pension and postretirement contributions	447	64	76	79	228
Tax indemnification liabilities**	301	—	—	—	—
Total contractual cash obligations	<u>\$ 22,170</u>	<u>\$ 3,016</u>	<u>\$ 5,826</u>	<u>\$ 2,169</u>	<u>\$ 10,858</u>

\* Refer to Note 9, "Debt and Financing Arrangements," of the notes to consolidated financial statements for information related to the Company's long-term debt.

\*\* As a result of the Tyco Merger in the fourth quarter of fiscal 2016, the Company recorded as part of the acquired liabilities of Tyco \$290 million of post sale contingent tax indemnification liabilities which is generally recorded within other noncurrent liabilities in the consolidated statements of financial position. The liabilities are recorded at fair value and relate to certain tax related matters borne by the buyer of previously divested subsidiaries of Tyco which Tyco has indemnified certain parties and the amounts are probable of being paid. Of the \$290 million recorded as of September 30, 2017 and 2016, \$255 million is related to prior divested businesses and the remainder relates to Tyco's tax sharing agreements from its 2007 and 2012 spin-off transactions. The payments due by period are not presented due to uncertainty as to when these liabilities will be settled or paid. These are certain guarantees or indemnifications extended among Tyco, Medtronic, TE Connectivity, ADT and Pentair in accordance with the terms of the 2007 and 2012 separation and tax sharing agreements. In addition, the Company has recorded \$11 million of tax indemnification liabilities as of September 30, 2017 related to other divestitures.

## **CRITICAL ACCOUNTING ESTIMATES AND POLICIES**

The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). This requires management to make estimates and assumptions that affect reported amounts and related disclosures. Actual results could differ from those estimates. The following policies are considered by management to be the most critical in understanding the judgments that are involved in the preparation of the Company's consolidated financial statements and the uncertainties that could impact the Company's results of operations, financial position and cash flows.

### **Revenue Recognition**

The Building Technologies & Solutions business recognizes revenue from certain long-term contracts over the contractual period under the percentage-of-completion ("POC") method of accounting. This method of accounting recognizes sales and gross profit as work is performed based on the relationship between actual costs incurred and total estimated costs at completion. Recognized revenues that will not be billed under the terms of the contract until a later date are recorded primarily in accounts receivable. Likewise, contracts where billings to date have exceeded recognized revenues are recorded primarily in other current liabilities. Changes to the original estimates may be required during the life of the contract and such estimates are reviewed monthly. Sales and gross profit are adjusted using the cumulative catch-up method for revisions in estimated total contract costs and contract values. Estimated losses are recorded when identified. Claims against customers are recognized as revenue upon settlement. The use of the POC method of accounting involves considerable use of estimates in determining revenues, costs and profits and in assigning the amounts to accounting periods. The periodic reviews have not resulted in adjustments that were significant to the Company's results of operations. The Company continually evaluates all of the assumptions, risks and uncertainties inherent with the application of the POC method of accounting.

The Building Technologies & Solutions business enters into extended warranties and long-term service and maintenance agreements with certain customers. For these arrangements, revenue is recognized on a straight-line basis over the respective contract term.

The Building Technologies & Solutions business also sells certain heating, ventilating and air conditioning ("HVAC") and refrigeration products and services in bundled arrangements, where multiple products and/or services are involved. Significant deliverables within these arrangements include equipment, commissioning, service labor and extended warranties. Approximately four to twelve months separate the timing of the first deliverable until the last piece of equipment is delivered, and there may be extended warranty arrangements with duration of one to five years commencing upon the end of the standard warranty period. In addition, the Buildings business sells security monitoring systems that may have multiple elements, including equipment, installation, monitoring services and maintenance agreements. Revenues associated with sale of equipment and related installations are recognized once delivery, installation and customer acceptance is completed, while the revenue for monitoring and maintenance services are recognized as services are rendered. In accordance with ASU No. 2009-13, "Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements - A Consensus of the FASB Emerging Issues Task Force," the Company divides bundled arrangements into separate deliverables and revenue is allocated to each deliverable based on the relative selling price method. In order to estimate relative selling price, market data and transfer price studies are utilized. Revenue recognized for security monitoring equipment and installation is limited to the lesser of their allocated amounts under the estimated selling price hierarchy or the non-contingent up-front consideration received at the time of installation, since collection of future amounts under the arrangement with the customer is contingent upon the delivery of monitoring and maintenance services. For transactions in which the Company retains ownership of the subscriber system asset, fees for monitoring and maintenance services are recognized on a straight-line basis over the contract term. Non-refundable fees received in connection with the initiation of a monitoring

contract, along with associated direct and incremental selling costs, are deferred and amortized over the estimated life of the customer relationship.

In all other cases, the Company recognizes revenue at the time title passes to the customer or as services are performed.

### **Goodwill and Indefinite-Lived Intangible Assets**

Goodwill reflects the cost of an acquisition in excess of the fair values assigned to identifiable net assets acquired. The Company reviews goodwill for impairment during the fourth fiscal quarter or more frequently if events or changes in circumstances indicate the asset might be impaired. The Company performs impairment reviews for its reporting units, which have been determined to be the Company's reportable segments or one level below the reportable segments in certain instances, using a fair value method based on management's judgments and assumptions or third party valuations. The fair value of a reporting unit refers to the price that would be received to sell the unit as a whole in an orderly transaction between market participants at the measurement date. In estimating the fair value, the Company uses multiples of earnings based on the average of historical, published multiples of earnings of comparable entities with similar operations and economic characteristics. In certain instances, the Company uses discounted cash flow analyses or estimated sales price to further support the fair value estimates. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement." The estimated fair value is then compared with the carrying amount of the reporting unit, including recorded goodwill. The Company is subject to financial statement risk to the extent that the carrying amount exceeds the estimated fair value. Refer to Note 7, "Goodwill and Other Intangible Assets," of the notes to consolidated financial statements for information regarding the goodwill impairment testing performed in the fourth quarters of fiscal years 2017, 2016 and 2015.

Indefinite-lived intangible assets are also subject to at least annual impairment testing. Indefinite-lived intangible assets consist of trademarks and tradenames and are tested for impairment using a relief-from-royalty method. A considerable amount of management judgment and assumptions are required in performing the impairment tests.

### **Impairment of Long-Lived Assets**

The Company reviews long-lived assets, including tangible assets and other intangible assets with definitive lives, for impairment whenever events or changes in circumstances indicate that the asset's carrying amount may not be recoverable. The Company conducts its long-lived asset impairment analyses in accordance with ASC 360-10-15, "Impairment or Disposal of Long-Lived Assets" and ASC 985-20, "Costs of software to be sold, leased, or marketed." ASC 360-10-15 requires the Company to group assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluate the asset group against the sum of the undiscounted future cash flows. If the undiscounted cash flows do not indicate the carrying amount of the asset is recoverable, an impairment charge is measured as the amount by which the carrying amount of the asset group exceeds its fair value based on discounted cash flow analysis or appraisals. ASC 985-20 requires the unamortized capitalized costs of a computer software product be compared to the net realizable value of that product. The amount by which the unamortized capitalized costs of a computer software product exceed the net realizable value of that asset shall be written off. Refer to Note 17, "Impairment of Long-Lived Assets," of the notes to consolidated financial statements for information regarding the impairment testing performed in fiscal years 2017, 2016 and 2015.

### **Employee Benefit Plans**

The Company provides a range of benefits to its employees and retired employees, including pensions and postretirement benefits. Plan assets and obligations are measured annually, or more frequently if there is a remeasurement event, based on the Company's measurement date utilizing various actuarial assumptions such as discount rates, assumed rates of return, compensation increases, turnover rates and health care cost trend rates as of that date. The Company reviews its actuarial assumptions on an annual basis and makes modifications to the assumptions based on current rates and trends when appropriate.

The Company utilizes a mark-to-market approach for recognizing pension and postretirement benefit expenses, including measuring the market related value of plan assets at fair value and recognizing actuarial gains and losses in the fourth quarter of each fiscal year or at the date of a remeasurement event. Refer to Note 15, "Retirement Plans," of the notes to consolidated financial statements for disclosure of the Company's pension and postretirement benefit plans.

U.S. GAAP requires that companies recognize in the statement of financial position a liability for defined benefit pension and postretirement plans that are underfunded or unfunded, or an asset for defined benefit pension and postretirement plans that are overfunded. U.S. GAAP also requires that companies measure the benefit obligations and fair value of plan assets that determine a benefit plan's funded status as of the date of the employer's fiscal year end.



The Company considers the expected benefit payments on a plan-by-plan basis when setting assumed discount rates. As a result, the Company uses different discount rates for each plan depending on the plan jurisdiction, the demographics of participants and the expected timing of benefit payments. For the U.S. pension and postretirement plans, the Company uses a discount rate provided by an independent third party calculated based on an appropriate mix of high quality bonds. For the non-U.S. pension and postretirement plans, the Company consistently uses the relevant country specific benchmark indices for determining the various discount rates. The Company's discount rate on U.S. pension plans was 3.80% and 3.70% at September 30, 2017 and 2016, respectively. The Company's discount rate on postretirement plans was 3.70% and 3.30% at September 30, 2017 and 2016, respectively. The Company's weighted average discount rate on non-U.S. pension plans was 2.40% and 1.90% at September 30, 2017 and 2016, respectively.

In estimating the expected return on plan assets, the Company considers the historical returns on plan assets, adjusted for forward-looking considerations, inflation assumptions and the impact of the active management of the plans' invested assets. Reflecting the relatively long-term nature of the plans' obligations, approximately 45% of the plans' assets are invested in equity securities and 44% in fixed income securities, with the remainder primarily invested in alternative investments. For the years ending September 30, 2017 and 2016, the Company's expected long-term return on U.S. pension plan assets used to determine net periodic benefit cost was 7.50%. The actual rate of return on U.S. pension plans was above 7.50% in both fiscal years 2017 and 2016. For the years ending September 30, 2017 and 2016, the Company's weighted average expected long-term return on non-U.S. pension plan assets was 4.60% and 4.50%, respectively. The actual rate of return on non-U.S. pension plans was above 4.60% in fiscal year 2017 and above 4.50% in fiscal year 2016. For the years ending September 30, 2017 and 2016, the Company's weighted average expected long-term return on postretirement plan assets was 5.60% and 5.45%, respectively. The actual rate of return on postretirement plan assets was above 5.60% in fiscal year 2017 and above 5.45% in fiscal year 2016.

Beginning in fiscal 2018, the Company believes the long-term rate of return will approximate 7.50%, 5.35% and 5.65% for U.S. pension, non-U.S. pension and postretirement plans, respectively. Any differences between actual investment results and the expected long-term asset returns will be reflected in net periodic benefit costs in the fourth quarter of each fiscal year or at the date of a remeasurement event. If the Company's actual returns on plan assets are less than the Company's expectations, additional contributions may be required.

In fiscal 2017, total employer contributions to the defined benefit pension plans were \$342 million, of which \$49 million were voluntary contributions made by the Company. The Company expects to contribute approximately \$100 million in cash to its defined benefit pension plans in fiscal 2018. In fiscal 2017, total employer contributions to the postretirement plans were \$5 million. The Company expects to contribute approximately \$5 million in cash to its postretirement plans in fiscal 2018.

Based on information provided by its independent actuaries and other relevant sources, the Company believes that the assumptions used are reasonable; however, changes in these assumptions could impact the Company's financial position, results of operations or cash flows.

### **Loss Contingencies**

Accruals are recorded for various contingencies including legal proceedings, environmental matters, self-insurance and other claims that arise in the normal course of business. The accruals are based on judgment, the probability of losses and, where applicable, the consideration of opinions of internal and/or external legal counsel and actuarially determined estimates. Additionally, the Company records receivables from third party insurers when recovery has been determined to be probable.

The Company is subject to laws and regulations relating to protecting the environment. The Company provides for expenses associated with environmental remediation obligations when such amounts are probable and can be reasonably estimated. Refer to Note 23, "Commitments and Contingencies," of the notes to consolidated financial statements.

The Company records liabilities for its workers' compensation, product, general and auto liabilities. The determination of these liabilities and related expenses is dependent on claims experience. For most of these liabilities, claims incurred but not yet reported are estimated by utilizing actuarial valuations based upon historical claims experience. The Company records receivables from third party insurers when recovery has been determined to be probable.

### **Asbestos-Related Contingencies and Insurance Receivables**

The Company and certain of its subsidiaries along with numerous other companies are named as defendants in personal injury lawsuits based on alleged exposure to asbestos-containing materials. The Company's estimate of the liability and corresponding insurance recovery for pending and future claims and defense costs is based on the Company's historical claim experience, and estimates of the number and resolution cost of potential future claims that may be filed and is discounted to present value from



2068 (which is the Company's reasonable best estimate of the actuarially determined time period through which asbestos-related claims will be filed against Company affiliates). Asbestos related defense costs are included in the asbestos liability. The Company's legal strategy for resolving claims also impacts these estimates. The Company considers various trends and developments in evaluating the period of time (the look-back period) over which historical claim and settlement experience is used to estimate and value claims reasonably projected to be made through 2068. Annually, the Company assesses the sufficiency of its estimated liability for pending and future claims and defense costs by evaluating actual experience regarding claims filed, settled and dismissed, and amounts paid in settlements. In addition to claims and settlement experience, the Company considers additional quantitative and qualitative factors such as changes in legislation, the legal environment, and the Company's defense strategy. The Company also evaluates the recoverability of its insurance receivable on an annual basis. The Company evaluates all of these factors and determines whether a change in the estimate of its liability for pending and future claims and defense costs or insurance receivable is warranted.

In connection with the recognition of liabilities for asbestos-related matters, the Company records asbestos-related insurance recoveries that are probable. The Company's estimate of asbestos-related insurance recoveries represents estimated amounts due to the Company for previously paid and settled claims and the probable reimbursements relating to its estimated liability for pending and future claims discounted to present value. In determining the amount of insurance recoverable, the Company considers available insurance, allocation methodologies, solvency and creditworthiness of the insurers. Refer to Note 23, "Commitments and Contingencies," of the notes to consolidated financial statements for a discussion on management's judgments applied in the recognition and measurement of asbestos-related assets and liabilities.

### **Product Warranties**

The Company offers warranties to its customers depending upon the specific product and terms of the customer purchase agreement. A typical warranty program requires that the Company replace defective products within a specified time period from the date of sale. The Company records an estimate of future warranty-related costs based on actual historical return rates and other known factors. Based on analysis of return rates and other factors, the Company's warranty provisions are adjusted as necessary. At September 30, 2017, the Company had recorded \$409 million of warranty reserves for continuing operations, including extended warranties for which deferred revenue is recorded. The Company monitors its warranty activity and adjusts its reserve estimates when it is probable that future warranty costs will be different than those estimates. Refer to Note 21, "Guarantees," of the notes to consolidated financial statements for disclosure of the Company's product warranty liabilities.

### **Income Taxes**

The Company accounts for income taxes in accordance with ASC 740, "Income Taxes." Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and other loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company records a valuation allowance that primarily represents non-U.S. operating and other loss carryforwards for which realization is uncertain. Management judgment is required in determining the Company's provision for income taxes, deferred tax assets and liabilities, and the valuation allowance recorded against the Company's net deferred tax assets. In calculating the provision for income taxes on an interim basis, the Company uses an estimate of the annual effective tax rate based upon the facts and circumstances known at each interim period. On a quarterly basis, the actual effective tax rate is adjusted as appropriate based upon the actual results as compared to those forecasted at the beginning of the fiscal year.

The Company reviews the realizability of its deferred tax asset valuation allowances on a quarterly basis, or whenever events or changes in circumstances indicate that a review is required. In determining the requirement for a valuation allowance, the historical and projected financial results of the legal entity or consolidated group recording the net deferred tax asset are considered, along with any other positive or negative evidence. Since future financial results may differ from previous estimates, periodic adjustments to the Company's valuation allowances may be necessary. At September 30, 2017, the Company had a valuation allowance of \$3.8 billion for continuing operations, of which \$3.2 billion relates to net operating loss carryforwards primarily in Australia, Belgium, Brazil, China, France, Spain, Switzerland, Luxembourg and the United Kingdom for which sustainable taxable income has not been demonstrated; and \$610 million for other deferred tax assets.

The Company is subject to income taxes in the U.S. and numerous non-U.S. jurisdictions. Judgment is required in determining its worldwide provision for income taxes and recording the related assets and liabilities. In the ordinary course of the Company's business, there are many transactions and calculations where the ultimate tax determination is uncertain. The Company is regularly under audit by tax authorities. At September 30, 2017, the Company had unrecognized tax benefits of \$2.2 billion for continuing operations.

The Company does not generally provide additional U.S. or non-U.S. income taxes on outside basis differences of consolidated subsidiaries included in shareholders' equity attributable to Johnson Controls International plc, except in limited circumstances including anticipated taxation on planned divestitures. The reduction of the outside basis differences via the sale or liquidation of these subsidiaries and/or distributions could create taxable income. The Company's intent is to reduce the outside basis differences only when it would be tax efficient. Refer to "Capitalization" within the "Liquidity and Capital Resources" section for discussion of U.S. and non-U.S. cash projections.

Refer to Note 18, "Income Taxes," of the notes to consolidated financial statements for the Company's income tax disclosures.

## **NEW ACCOUNTING PRONOUNCEMENTS**

Refer to the "New Accounting Pronouncements" section within Note 1, "Summary of Significant Accounting Policies," of the notes to consolidated financial statements.

## **RISK MANAGEMENT**

The Company selectively uses derivative instruments to reduce market risk associated with changes in foreign currency, commodities, interest rates and stock-based compensation. All hedging transactions are authorized and executed pursuant to clearly defined policies and procedures, which strictly prohibit the use of financial instruments for speculative purposes. At the inception of the hedge, the Company assesses the effectiveness of the hedge instrument and designates the hedge instrument as either (1) a hedge of a recognized asset or liability or of a recognized firm commitment (a fair value hedge), (2) a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to an unrecognized asset or liability (a cash flow hedge) or (3) a hedge of a net investment in a non-U.S. operation (a net investment hedge). The Company performs hedge effectiveness testing on an ongoing basis depending on the type of hedging instrument used. All other derivatives not designated as hedging instruments under ASC 815, "Derivatives and Hedging," are revalued in the consolidated statements of income.

For all foreign currency derivative instruments designated as cash flow hedges, retrospective effectiveness is tested on a monthly basis using a cumulative dollar offset test. The fair value of the hedged exposures and the fair value of the hedge instruments are revalued, and the ratio of the cumulative sum of the periodic changes in the value of the hedge instruments to the cumulative sum of the periodic changes in the value of the hedge is calculated. The hedge is deemed as highly effective if the ratio is between 80% and 125%. For commodity derivative contracts designated as cash flow hedges, effectiveness is tested using a regression calculation. Ineffectiveness is minimal as the Company aligns most of the critical terms of its derivatives with the supply contracts.

For net investment hedges, the Company assesses its net investment positions in the non-U.S. operations and compares it with the outstanding net investment hedges on a quarterly basis. The hedge is deemed effective if the aggregate outstanding principal of the hedge instruments designated as the net investment hedge in a non-U.S. operation does not exceed the Company's net investment positions in the respective non-U.S. operation.

The Company selectively uses interest rate swaps to reduce market risk associated with changes in interest rates for its fixed-rate bonds. At September 30, 2017, the Company did not have any outstanding interest rate swaps. The Company assesses retrospective and prospective effectiveness and records any measured ineffectiveness in the consolidated statements of income on a monthly basis.

Equity swaps and any other derivative instruments not designated as hedging instruments under ASC 815 require no assessment of effectiveness.

A discussion of the Company's accounting policies for derivative financial instruments is included in Note 1, "Summary of Significant Accounting Policies," of the notes to consolidated financial statements, and further disclosure relating to derivatives and hedging activities is included in Note 10, "Derivative Instruments and Hedging Activities," and Note 11, "Fair Value Measurements," of the notes to consolidated financial statements.

## **Foreign Exchange**

The Company has manufacturing, sales and distribution facilities around the world and thus makes investments and enters into transactions denominated in various foreign currencies. In order to maintain strict control and achieve the benefits of the Company's global diversification, foreign exchange exposures for each currency are netted internally so that only its net foreign exchange exposures are, as appropriate, hedged with financial instruments.

The Company hedges 70% to 90% of the nominal amount of each of its known foreign exchange transactional exposures. The Company primarily enters into foreign currency exchange contracts to reduce the earnings and cash flow impact of the variation of non-functional currency denominated receivables and payables. Gains and losses resulting from hedging instruments offset the foreign exchange gains or losses on the underlying assets and liabilities being hedged. The maturities of the forward exchange contracts generally coincide with the settlement dates of the related transactions. Realized and unrealized gains and losses on these contracts are recognized in the same period as gains and losses on the hedged items. The Company also selectively hedges anticipated transactions that are subject to foreign exchange exposure, primarily with foreign currency exchange contracts, which are designated as cash flow hedges in accordance with ASC 815.

The Company has entered into foreign currency denominated debt obligations to selectively hedge portions of its net investment in non-U.S. subsidiaries. The currency effects of debt obligations are reflected in the accumulated other comprehensive income ("AOCI") account within shareholders' equity attributable to Johnson Controls ordinary shareholders where they offset gains and losses recorded on the Company's net investments globally.

At September 30, 2017 and 2016, the Company estimates that an unfavorable 10% change in the exchange rates would have decreased net unrealized gains by approximately \$330 million and \$297 million, respectively.

### **Interest Rates**

The Company has used interest rate swaps to offset its exposure to interest rate movements. In accordance with ASC 815, these outstanding swaps qualify and are designated as fair value hedges. The Company had no outstanding interest rate swaps at September 30, 2017 and eight interest rates swaps totaling \$850 million outstanding at September 30, 2016. A 10% increase in the average cost of the Company's variable rate debt would have resulted in an unfavorable change in pre-tax interest expense of approximately \$13 million and \$11 million for the year ended September 30, 2017 and 2016, respectively.

### **Commodities**

The Company uses commodity hedge contracts in the financial derivatives market in cases where commodity price risk cannot be naturally offset or hedged through supply base fixed price contracts. Commodity risks are systematically managed pursuant to policy guidelines. As a cash flow hedge, gains and losses resulting from the hedging instruments offset the gains or losses on purchases of the underlying commodities that will be used in the business. The maturities of the commodity hedge contracts coincide with the expected purchase of the commodities.

## **ENVIRONMENTAL, HEALTH AND SAFETY AND OTHER MATTERS**

The Company's global operations are governed by environmental laws and worker safety laws. Under various circumstances, these laws impose civil and criminal penalties and fines, as well as injunctive and remedial relief, for noncompliance and require remediation at sites where Company-related substances have been released into the environment.

The Company has expended substantial resources globally, both financial and managerial, to comply with applicable environmental laws and worker safety laws and to protect the environment and workers. The Company believes it is in substantial compliance with such laws and maintains procedures designed to foster and ensure compliance. However, the Company has been, and in the future may become, the subject of formal or informal enforcement actions or proceedings regarding noncompliance with such laws or the remediation of Company-related substances released into the environment. Such matters typically are resolved with regulatory authorities through commitments to compliance, abatement or remediation programs and in some cases payment of penalties. Historically, neither such commitments nor penalties imposed on the Company have been material.

Refer to Note 23, "Commitments and Contingencies," of the notes to consolidated financial statements for additional information.

## QUARTERLY FINANCIAL DATA

(in millions, except per share data)  
(quarterly amounts unaudited)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
<b>2017</b>					
Net sales	\$ 7,086	\$ 7,267	\$ 7,683	\$ 8,136	\$ 30,172
Gross profit	2,114	2,281	2,431	2,513	9,339
Net income (loss) (1)	378	(115)	629	927	1,819
Net income (loss) attributable to Johnson Controls	329	(148)	555	875	1,611
Earnings (loss) per share (2)					
Basic	0.35	(0.16)	0.59	0.94	1.72
Diluted	0.35	(0.16)	0.59	0.93	1.71
<b>2016</b>					
Net sales	\$ 4,696	\$ 4,733	\$ 5,154	\$ 6,254	\$ 20,837
Gross profit	1,257	1,287	1,422	1,688	5,654
Net income (loss) (3)	490	(469)	459	(1,132)	(652)
Net income (loss) attributable to Johnson Controls	450	(530)	383	(1,171)	(868)
Earnings (loss) per share (4)					
Basic	0.69	(0.82)	0.59	(1.61)	(1.30)
Diluted	0.69	(0.81)	0.59	(1.61)	(1.29)

- (1) The fiscal 2017 first quarter net income includes \$117 million of mark-to-market gains on pension plans, \$78 million of significant restructuring and impairment costs, and \$213 million of transaction, integration and separation costs. The fiscal 2017 second quarter net loss includes \$18 million of mark-to-market gains on pension plans, \$99 million of significant restructuring and impairment costs, and \$138 million of transaction and integration costs. The fiscal 2017 third quarter net income includes \$45 million of mark-to-market losses on pension plans, \$49 million of significant restructuring and impairment costs, and \$70 million of transaction and integration costs. The fiscal 2017 fourth quarter net income includes \$330 million of net mark-to-market gains on pension and postretirement plans, \$141 million of significant restructuring and impairment costs, \$90 million of integration costs and \$50 million for an unfavorable arbitration award. The preceding amounts are stated on a pre-tax and pre-noncontrolling interest impact basis and include both continuing and discontinued operations activity.
- (2) Due to the use of the weighted-average shares outstanding for each quarter for computing earnings per share, the sum of the quarterly per share amounts may not equal the per share amount for the year.
- (3) The fiscal 2016 first quarter net income includes \$101 million of transaction, integration and separation costs. The fiscal 2016 second quarter net loss includes \$229 million of significant restructuring and impairment costs, and \$131 million of transaction, integration and separation costs. The fiscal 2016 third quarter net income includes \$167 million of transaction, integration, and separation costs, and \$102 million of significant restructuring and impairment costs. The fiscal 2016 fourth quarter net loss includes \$514 million of net mark-to-market and settlement losses on pension and postretirement plans, \$296 million of significant restructuring and impairment costs, and \$293 million of transaction, integration and separation costs. The preceding amounts are stated on a pre-tax and pre-noncontrolling interest impact basis and include both continuing and discontinued operations activity.
- (4) Basic and diluted earnings (loss) per share will not cross-foot due to the impact of the Tyco Merger on the weighted-average shares included within the earnings per share calculation.

## **ITEM 7A      QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

See "Risk Management" included in Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations.

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### **Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders of Johnson Controls International plc

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Johnson Controls International plc. and its subsidiaries as of September 30, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2017 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2017, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP  
Milwaukee, Wisconsin  
November 21, 2017



**Johnson Controls International plc**  
**Consolidated Statements of Income**

(in millions, except per share data)	Year Ended September 30,		
	2017	2016	2015
Net sales			
Products and systems*	\$ 24,099	\$ 18,084	\$ 14,733
Services*	6,073	2,753	2,367
	<u>30,172</u>	<u>20,837</u>	<u>17,100</u>
Cost of sales			
Products and systems*	17,220	13,323	10,954
Services*	3,613	1,860	1,615
	<u>20,833</u>	<u>15,183</u>	<u>12,569</u>
Gross profit	9,339	5,654	4,531
Selling, general and administrative expenses	(6,158)	(4,190)	(3,191)
Restructuring and impairment costs	(367)	(288)	(215)
Net financing charges	(496)	(289)	(274)
Equity income	240	174	80
Income from continuing operations before income taxes	2,558	1,061	931
Income tax provision	705	197	71
Income from continuing operations	1,853	864	860
Income (loss) from discontinued operations, net of tax (Note 4)	(34)	(1,516)	819
Net income (loss)	1,819	(652)	1,679
Income from continuing operations attributable to noncontrolling interests	199	132	46
Income from discontinued operations attributable to noncontrolling interests	9	84	70
Net income (loss) attributable to Johnson Controls	<u>\$ 1,611</u>	<u>\$ (868)</u>	<u>\$ 1,563</u>
Amounts attributable to Johnson Controls ordinary shareholders:			
Income from continuing operations	\$ 1,654	\$ 732	\$ 814
Income (loss) from discontinued operations	(43)	(1,600)	749
Net income (loss)	<u>\$ 1,611</u>	<u>\$ (868)</u>	<u>\$ 1,563</u>
Basic earnings (loss) per share attributable to Johnson Controls			
Continuing operations	\$ 1.77	\$ 1.10	\$ 1.24
Discontinued operations	(0.05)	(2.40)	1.14
Net income (loss) **	<u>\$ 1.72</u>	<u>\$ (1.30)</u>	<u>\$ 2.39</u>
Diluted earnings (loss) per share attributable to Johnson Controls			
Continuing operations	\$ 1.75	\$ 1.09	\$ 1.23
Discontinued operations	(0.05)	(2.38)	1.13
Net income (loss) **	<u>\$ 1.71</u>	<u>\$ (1.29)</u>	<u>\$ 2.36</u>

\* Products and systems consist of Building Technologies & Solutions and Power Solutions products and systems. Services are Building Technologies & Solutions technical services.

\*\* Certain items do not sum due to rounding.

**The accompanying notes are an integral part of the consolidated financial statements.**

**Johnson Controls International plc**  
**Consolidated Statements of Comprehensive Income (Loss)**

(in millions)	Year Ended September 30,		
	2017	2016	2015
Net income (loss)	\$ 1,819	\$ (652)	\$ 1,679
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments	103	(94)	(825)
Realized and unrealized gains (losses) on derivatives	(14)	9	(10)
Realized and unrealized gains (losses) on marketable securities	5	(1)	—
Pension and postretirement plans	—	(1)	(10)
Other comprehensive income (loss)	94	(87)	(845)
Total comprehensive income (loss)	1,913	(739)	834
Comprehensive income attributable to noncontrolling interests	203	225	91
Comprehensive income (loss) attributable to Johnson Controls	<u>\$ 1,710</u>	<u>\$ (964)</u>	<u>\$ 743</u>

**The accompanying notes are an integral part of the consolidated financial statements.**

**Johnson Controls International plc**  
**Consolidated Statements of Financial Position**

(in millions, except par value and share data)	September 30,	
	2017	2016
<b>Assets</b>		
Cash and cash equivalents	\$ 321	\$ 579
Accounts receivable, less allowance for doubtful accounts of \$182 and \$173, respectively	6,666	6,394
Inventories	3,209	2,888
Assets held for sale	189	5,812
Other current assets	1,907	1,436
Current assets	12,292	17,109
Property, plant and equipment - net	6,121	5,632
Goodwill	19,688	21,024
Other intangible assets - net	6,741	7,540
Investments in partially-owned affiliates	1,191	990
Noncurrent assets held for sale	1,920	7,374
Other noncurrent assets	3,931	3,510
Total assets	\$ 51,884	\$ 63,179
<b>Liabilities and Equity</b>		
Short-term debt	\$ 1,214	\$ 1,078
Current portion of long-term debt	394	628
Accounts payable	4,271	4,000
Accrued compensation and benefits	1,071	1,333
Deferred revenue	1,279	1,228
Liabilities held for sale	72	4,276
Other current liabilities	3,553	3,788
Current liabilities	11,854	16,331
Long-term debt	11,964	11,053
Pension and postretirement benefits	947	1,550
Noncurrent liabilities held for sale	173	3,888
Other noncurrent liabilities	5,368	5,033
Long-term liabilities	18,452	21,524
Commitments and contingencies (Note 23)		
Redeemable noncontrolling interests	211	234
Ordinary shares - par value \$0.01, \$0.01; 2.0 billion, 2.0 billion shares authorized; 945,055,276, 936,247,911 shares issued, respectively	9	9
Ordinary A shares - par value €1.00; 40,000 shares authorized, none outstanding as of September 30, 2017 and 2016	—	—
Preferred shares - par value \$0.01; 200,000,000 shares authorized, none outstanding as of September 30, 2017 and 2016	—	—
Ordinary shares held in treasury, at cost (2017 - 17,080,302; 2016 - 452,083 shares)	(710)	(20)
Capital in excess of par value	16,390	16,105
Retained earnings	5,231	9,177
Accumulated other comprehensive loss	(473)	(1,153)
Shareholders' equity attributable to Johnson Controls	20,447	24,118
Noncontrolling interests	920	972
Total equity	21,367	25,090
Total liabilities and equity	\$ 51,884	\$ 63,179

The accompanying notes are an integral part of the consolidated financial statements.

# Johnson Controls International plc

## Consolidated Statements of Cash Flows

(in millions)	Year Ended September 30,		
	2017	2016	2015
<b>Operating Activities</b>			
Net income (loss) attributable to Johnson Controls	\$ 1,611	\$ (868)	\$ 1,563
Income from continuing operations attributable to noncontrolling interests	199	132	46
Income from discontinued operations attributable to noncontrolling interests	9	84	70
Net income (loss)	1,819	(652)	1,679
Adjustments to reconcile net income (loss) to cash provided by operating activities:			
Depreciation and amortization	1,188	953	860
Pension and postretirement benefit expense (income)	(568)	460	396
Pension and postretirement contributions	(347)	(137)	(409)
Equity in earnings of partially-owned affiliates, net of dividends received	(181)	(250)	(144)
Deferred income taxes	1,125	(1,241)	327
Non-cash restructuring and impairment charges	78	221	183
Gain on divestitures - net	(9)	(26)	(1,340)
Fair value adjustment of equity investment	—	(4)	—
Equity-based compensation	147	142	90
Other	(3)	5	(1)
Changes in assets and liabilities, excluding acquisitions and divestitures:			
Accounts receivable	(520)	(344)	(297)
Inventories	(398)	1	(99)
Other assets	(480)	148	(113)
Restructuring reserves	89	141	(6)
Accounts payable and accrued liabilities	217	398	348
Accrued income taxes	(2,145)	2,080	126
Cash provided by operating activities	12	1,895	1,600
<b>Investing Activities</b>			
Capital expenditures	(1,343)	(1,249)	(1,135)
Sale of property, plant and equipment	33	32	37
Acquisition of businesses, net of cash acquired	(6)	353	(22)
Business divestitures, net of cash divested	220	32	1,646
Changes in long-term investments	(41)	(48)	(44)
Other	—	(7)	(12)
Cash provided (used) by investing activities	(1,137)	(887)	470
<b>Financing Activities</b>			
Increase (decrease) in short-term debt - net	145	556	(68)
Increase in long-term debt	1,865	1,501	299
Repayment of long-term debt	(1,297)	(1,299)	(191)
Debt financing costs	(18)	(45)	—
Stock repurchases	(651)	(501)	(1,362)
Payment of cash dividends	(702)	(915)	(657)
Proceeds from the exercise of stock options	157	70	275
Change in noncontrolling interest share	8	(2)	(38)
Dividends paid to noncontrolling interests	(88)	(306)	(68)
Dividends from Adient spin-off	2,050	—	—
Cash transferred to Adient related to spin-off	(665)	—	—
Cash paid to prior acquisitions	(75)	—	—
Other	(12)	8	(11)
Cash provided (used) by financing activities	717	(933)	(1,821)
Effect of exchange rate changes on cash and cash equivalents	54	12	(81)
Change in cash held for sale	96	(61)	21
<b>Increase (decrease) in cash and cash equivalents</b>	(258)	26	189
Cash and cash equivalents at beginning of period	579	553	364
Cash and cash equivalents at end of period	\$ 321	\$ 579	\$ 553

The accompanying notes are an integral part of the consolidated financial statements.

**Johnson Controls International plc**  
**Consolidated Statements of Shareholders' Equity Attributable to Johnson Controls Ordinary Shareholders**

(in millions, except per share data)	Total	Ordinary Shares	Capital in Excess of Par Value	Retained Earnings	Treasury Stock, at Cost	Accumulated Other Comprehensive Income (Loss)
<b>At September 30, 2014</b>	\$ 11,270	\$ 7	\$ 3,369	\$ 9,915	\$ (1,784)	\$ (237)
Comprehensive income (loss)	743	—	—	1,563	—	(820)
Cash dividends						
Common (\$1.04 per share)	(681)	—	—	(681)	—	—
Repurchases of common stock	(1,362)	—	—	—	(1,362)	—
Other, including options exercised	365	—	371	—	(6)	—
<b>At September 30, 2015</b>	10,335	7	3,740	10,797	(3,152)	(1,057)
Comprehensive loss	(964)	—	—	(868)	—	(96)
Result of contribution of Johnson Controls, Inc. to Johnson Controls International plc	15,808	2	12,157	—	3,649	—
Cash dividends						
Common (\$1.16 per share)	(752)	—	—	(752)	—	—
Repurchases of common stock	(501)	—	—	—	(501)	—
Other, including options exercised	192	—	208	—	(16)	—
<b>At September 30, 2016</b>	24,118	9	16,105	9,177	(20)	(1,153)
Comprehensive income	1,710	—	—	1,611	—	99
Cash dividends						
Ordinary (\$1.00 per share)	(938)	—	—	(938)	—	—
Repurchases of ordinary shares	(651)	—	—	—	(651)	—
Spin-off of Adient	(4,038)	—	—	(4,619)	—	581
Other, including options exercised	246	—	285	—	(39)	—
<b>At September 30, 2017</b>	\$ 20,447	\$ 9	\$ 16,390	\$ 5,231	\$ (710)	\$ (473)

The accompanying notes are an integral part of the consolidated financial statements.

**Johnson Controls International plc**  
**Notes to Consolidated Financial Statements**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The consolidated financial statements include the consolidated accounts of Johnson Controls International plc, a corporation organized under the laws of Ireland, and its subsidiaries (Johnson Controls International plc and all its subsidiaries, hereinafter collectively referred to as the "Company," "Johnson Controls" or "JCI plc").

**Nature of Operations**

On September 2, 2016, Johnson Controls, Inc. ("JCI Inc.") and Tyco International plc ("Tyco") completed their combination pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of January 24, 2016, as amended by Amendment No. 1, dated as of July 1, 2016, by and among JCI Inc., Tyco and certain other parties named therein, including Jagara Merger Sub LLC, an indirect wholly owned subsidiary of Tyco ("Merger Sub"). Pursuant to the terms of the Merger Agreement, on September 2, 2016, Merger Sub merged with and into JCI Inc., with JCI Inc. being the surviving corporation in the merger and a wholly owned, indirect subsidiary of Tyco (the "Merger"). Following the Merger, Tyco changed its name to "Johnson Controls International plc." The Merger changed the jurisdiction of organization from the United States to Ireland. The domicile to Ireland became effective on September 2, 2016.

The merger was accounted for as a reverse acquisition using the acquisition method of accounting in accordance with Accounting Standards Codification ("ASC") 805, "Business Combinations." JCI Inc. was the accounting acquirer for financial reporting purposes. Accordingly, the historical consolidated financial statements of JCI Inc. for periods prior to this transaction are considered to be the historic financial statements of the Company. Refer to Note 2, "Merger Transaction," of the notes to consolidated financial statements for further information.

On October 31, 2016, the Company completed the spin-off of its Automotive Experience business by way of the transfer of the Automotive Experience Business from Johnson Controls to Adient plc and the issuance of ordinary shares of Adient directly to holders of Johnson Controls ordinary shares on a pro rata basis. Prior to the open of business on October 31, 2016, each of the Company's shareholders received one ordinary share of Adient plc for every ten ordinary shares of Johnson Controls held as of the close of business on October 19, 2016, the record date for the distribution. Company shareholders received cash in lieu of fractional shares of Adient, if any. Following the separation and distribution, Adient plc is now an independent public company trading on the New York Stock Exchange ("NYSE") under the symbol "ADNT". The Company did not retain any equity interest in Adient plc. Adient's historical financial results are reflected in the Company's consolidated financial statements as a discontinued operation. Refer to Note 4, "Discontinued Operations," of the notes to consolidated financial statements for further information.

**Principles of Consolidation**

The consolidated financial statements include the consolidated accounts of Johnson Controls International plc and its subsidiaries that are consolidated in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). All significant intercompany transactions have been eliminated. The results of companies acquired or disposed of during the year are included in the consolidated financial statements from the effective date of acquisition or up to the date of disposal. Investments in partially-owned affiliates are accounted for by the equity method when the Company's interest exceeds 20% and the Company does not have a controlling interest.

Under certain criteria as provided for in Financial Accounting Standards Board ("FASB") ASC 810, "Consolidation," the Company may consolidate a partially-owned affiliate. To determine whether to consolidate a partially-owned affiliate, the Company first determines if the entity is a variable interest entity ("VIE"). An entity is considered to be a VIE if it has one of the following characteristics: 1) the entity is thinly capitalized; 2) residual equity holders do not control the entity; 3) equity holders are shielded from economic losses or do not participate fully in the entity's residual economics; or 4) the entity was established with non-substantive voting. If the entity meets one of these characteristics, the Company then determines if it is the primary beneficiary of the VIE. The party with the power to direct activities of the VIE that most significantly impact the VIE's economic performance and the potential to absorb benefits or losses that could be significant to the VIE is considered the primary beneficiary and consolidates the VIE. If the entity is not considered a VIE, then the Company applies the voting interest model to determine whether or not the Company shall consolidate the partially-owned affiliate.



### *Consolidated VIEs*

Based upon the criteria set forth in ASC 810, the Company has determined that it was the primary beneficiary in one VIE for the reporting period ended September 30, 2017 and three VIEs for the reporting period ended September 30, 2016, as the Company absorbs significant economics of the entities and has the power to direct the activities that are considered most significant to the entities.

Two of the VIEs manufacture products in North America for the automotive industry. The Company funded the entities' short-term liquidity needs through revolving credit facilities and had the power to direct the activities that were considered most significant to the entities through its key customer supply relationships. These VIEs were divested as a result of the Adient spin-off in the first quarter of fiscal 2017.

In fiscal 2012, a pre-existing VIE accounted for under the equity method was reorganized into three separate investments as a result of the counterparty exercising its option to put its interest to the Company. The Company acquired additional interests in two of the reorganized group entities. The reorganized group entities are considered to be VIEs as the other owner party has been provided decision making rights but does not have equity at risk. The Company is considered the primary beneficiary of one of the entities due to the Company's power pertaining to decisions over significant activities of the entity. As such, this VIE has been consolidated within the Company's consolidated statements of financial position. The impact of consolidation of the entity on the Company's consolidated statements of income for the years ended September 30, 2017, 2016 and 2015 was not material. The VIE is named as a co-obligor under a third party debt agreement of \$164 million, maturing in fiscal 2020, under which it could become subject to paying more than its allocated share of the third party debt in the event of bankruptcy of one or more of the other co-obligors. The other co-obligors, all related parties in which the Company is an equity investor, consist of the remaining group entities involved in the reorganization. As part of the overall reorganization transaction, the Company has also provided financial support to the group entities in the form of loans totaling \$37 million, which are subordinate to the third party debt agreement. The Company is a significant customer of certain co-obligors, resulting in a remote possibility of loss. Additionally, the Company is subject to a floor guaranty expiring in fiscal 2022; in the event that the other owner party no longer owns any part of the group entities due to sale or transfer, the Company has guaranteed that the proceeds received from the sale or transfer will not be less than \$25 million. The Company has partnered with the group entities to design and manufacture battery components for the Power Solutions business.

The carrying amounts and classification of assets (none of which are restricted) and liabilities included in the Company's consolidated statements of financial position for the consolidated VIEs are as follows (in millions):

	September 30,	
	2017	2016
Current assets	\$ 2	\$ 284
Noncurrent assets	53	98
Total assets	<u>\$ 55</u>	<u>\$ 382</u>
Current liabilities	\$ 6	\$ 230
Noncurrent liabilities	42	29
Total liabilities	<u>\$ 48</u>	<u>\$ 259</u>

The Company did not have a significant variable interest in any other consolidated VIEs for the presented reporting periods.

### *Nonconsolidated VIEs*

As mentioned previously within the "Consolidated VIEs" section above, in fiscal 2012, a pre-existing VIE was reorganized into three separate investments as a result of the counterparty exercising its option to put its interest to the Company. The reorganized group entities are considered to be VIEs as the other owner party has been provided decision making rights but does not have equity at risk. The Company is not considered to be the primary beneficiary of two of the entities as the Company cannot make key operating decisions considered to be most significant to the VIEs. Therefore, the entities are accounted for under the equity method of accounting as the Company's interest exceeds 20% and the Company does not have a controlling interest. The Company's maximum exposure to loss includes the partially-owned affiliate investment balance of \$65 million and \$59 million at September 30, 2017 and 2016, respectively, as well as the subordinated loan from the Company, third party debt agreement and floor guaranty mentioned previously within the "Consolidated VIEs" section above. Current liabilities due to the VIEs are not material and represent normal course of business trade payables for all presented periods.

The Company did not have a significant variable interest in any other nonconsolidated VIEs for the presented reporting periods.

### **Use of Estimates**

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Fair Value of Financial Instruments**

The fair values of cash and cash equivalents, accounts receivable, short-term debt and accounts payable approximate their carrying values. See Note 10, "Derivative Instruments and Hedging Activities," and Note 11, "Fair Value Measurements," of the notes to consolidated financial statements for fair value of financial instruments, including derivative instruments, hedging activities and long-term debt.

### **Assets and Liabilities Held for Sale**

The Company classifies assets and liabilities (disposal groups) to be sold as held for sale in the period in which all of the following criteria are met: management, having the authority to approve the action, commits to a plan to sell the disposal group; the disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such disposal groups; an active program to locate a buyer and other actions required to complete the plan to sell the disposal group have been initiated; the sale of the disposal group is probable, and transfer of the disposal group is expected to qualify for recognition as a completed sale within one year, except if events or circumstances beyond the Company's control extend the period of time required to sell the disposal group beyond one year; the disposal group is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

In addition, the Company classifies disposal groups to be disposed of other than by sale (e.g. spin-off) as held for sale in the period the disposal occurs.

The Company initially measures a disposal group that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in the period in which the held for sale criteria are met. Conversely, gains are not recognized on the sale of a disposal group until the date of sale. The Company assesses the fair value of a disposal group, less any costs to sell, each reporting period it remains classified as held for sale and reports any subsequent changes as an adjustment to the carrying value of the disposal group, as long as the new carrying value does not exceed the carrying value of the disposal group at the time it was initially classified as held for sale.

Upon determining that a disposal group meets the criteria to be classified as held for sale, the Company reports the assets and liabilities of the disposal group, if material, in the line items assets held for sale and liabilities held for sale in the consolidated statements of financial position. Refer to Note 4, "Discontinued Operations," of the notes to consolidated financial statements for further information.

### **Cash and Cash Equivalents**

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents.

### **Restricted Cash**

At September 30, 2017, the Company held restricted cash of approximately \$31 million, of which \$22 million was recorded within other current assets in the consolidated statements of financial position and \$9 million was recorded within other noncurrent assets in the consolidated statements of financial position. These amounts were primarily related to cash restricted for payment of asbestos liabilities. At September 30, 2016, the Company held restricted cash of approximately \$88 million, of which \$79 million was recorded within other current assets in the consolidated statements of financial position and \$9 million was recorded within other noncurrent assets in the consolidated statements of financial position. These amounts were primarily related to cash held in escrow from business divestitures and cash restricted for payment of asbestos liabilities.

## **Receivables**

Receivables consist of amounts billed and currently due from customers and unbilled costs and accrued profits related to revenues on long-term contracts that have been recognized for accounting purposes but not yet billed to customers. The Company extends credit to customers in the normal course of business and maintains an allowance for doubtful accounts resulting from the inability or unwillingness of customers to make required payments. The allowance for doubtful accounts is based on historical experience, existing economic conditions and any specific customer collection issues the Company has identified. The Company enters into supply chain financing programs to sell certain accounts receivable without recourse to third-party financial institutions. Sales of accounts receivable are reflected as a reduction of accounts receivable on the consolidated statements of financial position and the proceeds are included in cash flows from operating activities in the consolidated statements of cash flows.

## **Inventories**

Inventories are stated at the lower of cost or market using the first-in, first-out ("FIFO") method. Finished goods and work-in-process inventories include material, labor and manufacturing overhead costs.

## **Property, Plant and Equipment**

Property, plant and equipment are recorded at cost. Depreciation is provided over the estimated useful lives of the respective assets using the straight-line method for financial reporting purposes and accelerated methods for income tax purposes. The estimated useful lives generally range from 3 to 40 years for buildings and improvements, subscriber systems up to 15 years, and from 3 to 15 years for machinery and equipment. The Company capitalizes interest on borrowings during the active construction period of major capital projects. Capitalized interest is added to the cost of the underlying assets and is amortized over the useful lives of the assets.

## **Goodwill and Indefinite-Lived Intangible Assets**

Goodwill reflects the cost of an acquisition in excess of the fair values assigned to identifiable net assets acquired. The Company reviews goodwill for impairment during the fourth fiscal quarter or more frequently if events or changes in circumstances indicate the asset might be impaired. The Company performs impairment reviews for its reporting units, which have been determined to be the Company's reportable segments or one level below the reportable segments in certain instances, using a fair value method based on management's judgments and assumptions or third party valuations. The fair value of a reporting unit refers to the price that would be received to sell the unit as a whole in an orderly transaction between market participants at the measurement date. In estimating the fair value, the Company uses multiples of earnings based on the average of historical, published multiples of earnings of comparable entities with similar operations and economic characteristics. In certain instances, the Company uses discounted cash flow analyses or estimated sales price to further support the fair value estimates. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement." The estimated fair value is then compared with the carrying amount of the reporting unit, including recorded goodwill. The Company is subject to financial statement risk to the extent that the carrying amount exceeds the estimated fair value. Refer to Note 7, "Goodwill and Other Intangible Assets," of the notes to consolidated financial statements for information regarding the goodwill impairment testing performed in the fourth quarters of fiscal years 2017, 2016 and 2015.

Indefinite-lived intangible assets are also subject to at least annual impairment testing. Indefinite-lived intangible assets primarily consist of trademarks and tradenames and are tested for impairment using a relief-from-royalty method. A considerable amount of management judgment and assumptions are required in performing the impairment tests.

## **Impairment of Long-Lived Assets**

The Company reviews long-lived assets, including property, plant and equipment and other intangible assets with definite lives, for impairment whenever events or changes in circumstances indicate that the asset's carrying amount may not be recoverable. The Company conducts its long-lived asset impairment analyses in accordance with ASC 360-10-15, "Impairment or Disposal of Long-Lived Assets" and ASC 985-20, "Costs of software to be sold, leased, or marketed." ASC 360-10-15 requires the Company to group assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluate the asset group against the sum of the undiscounted future cash flows. If the undiscounted cash flows do not indicate the carrying amount of the asset is recoverable, an impairment charge is measured as the amount by which the carrying amount of the asset group exceeds its fair value based on discounted cash flow analysis or appraisals. ASC 985-20 requires the unamortized capitalized costs of a computer software product be compared to the net realizable value of that product. The amount by which the unamortized capitalized costs of a computer software product exceed the net realizable value

of that asset shall be written off. Refer to Note 17, "Impairment of Long-Lived Assets," of the notes to consolidated financial statements for information regarding the impairment testing performed in fiscal years 2017, 2016 and 2015.

## **Revenue Recognition**

The Building Technologies & Solutions business records certain long-term contracts under the percentage-of-completion ("POC") method of accounting. Under this method, sales and gross profit are recognized as work is performed based on the relationship between actual costs incurred and total estimated costs at completion. The Company records costs and earnings in excess of billings on uncompleted contracts primarily within accounts receivable and billings in excess of costs and earnings on uncompleted contracts primarily within deferred revenue in the consolidated statements of financial position. Costs and earnings in excess of billings related to these contracts were \$908 million and \$841 million at September 30, 2017 and 2016, respectively. Billings in excess of costs and earnings related to these contracts were \$451 million and \$431 million at September 30, 2017 and 2016, respectively. Changes to the original estimates may be required during the life of the contract and such estimates are reviewed monthly. Sales and gross profit are adjusted using the cumulative catch-up method for revisions in estimated total contract costs and contract values. Estimated losses are recorded when identified. Claims against customers are recognized as revenue upon settlement. The use of the POC method of accounting involves considerable use of estimates in determining revenues, costs and profits and in assigning the amounts to accounting periods. The periodic reviews have not resulted in adjustments that were significant to the Company's results of operations. The Company continually evaluates all of the assumptions, risks and uncertainties inherent with the application of the POC method of accounting.

The Building Technologies & Solutions business enters into extended warranties and long-term service and maintenance agreements with certain customers. For these arrangements, revenue is recognized on a straight-line basis over the respective contract term.

The Building Technologies & Solutions business also sells certain heating, ventilating and air conditioning ("HVAC") and refrigeration products and services in bundled arrangements, where multiple products and/or services are involved. Significant deliverables within these arrangements include equipment, commissioning, service labor and extended warranties. Approximately four to twelve months separate the timing of the first deliverable until the last piece of equipment is delivered, and there may be extended warranty arrangements with duration of one to five years commencing upon the end of the standard warranty period. In addition, the Building Technologies & Solutions business sells security monitoring systems that may have multiple elements, including equipment, installation, monitoring services and maintenance agreements. Revenues associated with sale of equipment and related installations are recognized once delivery, installation and customer acceptance is completed, while the revenue for monitoring and maintenance services are recognized as services are rendered. In accordance with Accounting Standards Update ("ASU") No. 2009-13, "Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements - A Consensus of the FASB Emerging Issues Task Force," the Company divides bundled arrangements into separate deliverables and revenue is allocated to each deliverable based on the relative selling price method. In order to estimate relative selling price, market data and transfer price studies are utilized. Revenue recognized for security monitoring equipment and installation is limited to the lesser of their allocated amounts under the estimated selling price hierarchy or the non-contingent up-front consideration received at the time of installation, since collection of future amounts under the arrangement with the customer is contingent upon the delivery of monitoring and maintenance services. For transactions in which the Company retains ownership of the subscriber system asset, fees for monitoring and maintenance services are recognized on a straight-line basis over the contract term. Non-refundable fees received in connection with the initiation of a monitoring contract, along with associated direct and incremental selling costs, are deferred and amortized over the estimated life of the customer relationship.

In all other cases, the Company recognizes revenue at the time title passes to the customer or as services are performed.

## **Subscriber System Assets, Dealer Intangibles and Related Deferred Revenue Accounts**

The Building Technologies & Solutions business considers assets related to the acquisition of new customers in its electronic security business in three asset categories: internally generated residential subscriber systems outside of North America, internally generated commercial subscriber systems (collectively referred to as subscriber system assets) and customer accounts acquired through the ADT dealer program, primarily outside of North America (referred to as dealer intangibles). Subscriber system assets include installed property, plant and equipment for which the Company retains ownership and deferred costs directly related to the customer acquisition and system installation. Subscriber system assets represent capitalized equipment (e.g. security control panels, touchpad, motion detectors, window sensors, and other equipment) and installation costs associated with electronic security monitoring arrangements under which the Company retains ownership of the security system assets in a customer's place of business, or outside of North America, residence. Installation costs represent costs incurred to prepare the asset for its intended use. The Company pays property taxes on the subscriber system assets and upon customer termination, may retrieve such assets. These assets embody a probable future economic benefit as they generate future monitoring revenue for the Company.

Costs related to the subscriber system equipment and installation are categorized as property, plant and equipment rather than deferred costs. Deferred costs associated with subscriber system assets represent direct and incremental selling expenses (such as commissions) related to acquiring the customer. Commissions related to up-front consideration paid by customers in connection with the establishment of the monitoring arrangement are determined based on a percentage of the up-front fees and do not exceed deferred revenue. Such deferred costs are recorded as other current and noncurrent assets within the consolidated statements of financial position.

Subscriber system assets and any deferred revenue resulting from the customer acquisition are accounted for over the expected life of the subscriber. In certain geographical areas where the Company has a large number of customers that behave in a similar manner over time, the Company accounts for subscriber system assets and related deferred revenue using pools, with separate pools for the components of subscriber system assets and any related deferred revenue based on the same month and year of acquisition. The Company depreciates its pooled subscriber system assets and related deferred revenue using a straight-line method with lives up to 12 years and considering customer attrition. The Company uses a straight-line method with a 15-year life for non-pooled subscriber system assets (primarily in Europe, Latin America and Asia) and related deferred revenue, with remaining balances written off upon customer termination.

Certain contracts and related customer relationships result from purchasing residential security monitoring contracts from an external network of independent dealers who operate under the ADT dealer program, primarily outside of North America. Acquired contracts and related customer relationships are recorded at their contractually determined purchase price.

During the first 6 months (12 months in certain circumstances) after the purchase of the customer contract, any cancellation of monitoring service, including those that result from customer payment delinquencies, results in a chargeback by the Company to the dealer for the full amount of the contract purchase price. The Company records the amount charged back to the dealer as a reduction of the previously recorded intangible asset.

Intangible assets arising from the ADT dealer program described above are amortized in pools determined by the same month and year of contract acquisition on a straight-line basis over the period of the customer relationship. The estimated useful life of dealer intangibles ranges from 12 to 15 years.

### **Research and Development Costs**

Expenditures for research activities relating to product development and improvement are charged against income as incurred and included within selling, general and administrative expenses for continuing operations in the consolidated statements of income. Such expenditures for the years ended September 30, 2017, 2016 and 2015 were \$360 million, \$158 million and \$134 million, respectively.

### **Earnings Per Share**

The Company presents both basic and diluted earnings per share ("EPS") amounts. Basic EPS is calculated by dividing net income attributable to Johnson Controls by the weighted average number of common shares outstanding during the reporting period. Diluted EPS is calculated by dividing net income attributable to Johnson Controls by the weighted average number of common shares and common equivalent shares outstanding during the reporting period that are calculated using the treasury stock method for stock options, unvested restricted stock and unvested performance share awards. See Note 13, "Earnings per Share," of the notes to consolidated financial statements for the calculation of earnings per share.

### **Foreign Currency Translation**

Substantially all of the Company's international operations use the respective local currency as the functional currency. Assets and liabilities of international entities have been translated at period-end exchange rates, and income and expenses have been translated using average exchange rates for the period. Monetary assets and liabilities denominated in non-functional currencies are adjusted to reflect period-end exchange rates. The aggregate transaction gains (losses), net of the impact of foreign currency hedges, included in net income for the years ended September 30, 2017, 2016 and 2015 were \$94 million, \$(95) million and \$(119) million, respectively.

### **Derivative Financial Instruments**

The Company has written policies and procedures that place all financial instruments under the direction of Corporate treasury and restrict all derivative transactions to those intended for hedging purposes. The use of financial instruments for speculative



purposes is strictly prohibited. The Company selectively uses financial instruments to manage the market risk from changes in foreign exchange rates, commodity prices, stock-based compensation liabilities and interest rates.

The fair values of all derivatives are recorded in the consolidated statements of financial position. The change in a derivative's fair value is recorded each period in current earnings or accumulated other comprehensive income ("AOCI"), depending on whether the derivative is designated as part of a hedge transaction and if so, the type of hedge transaction. See Note 10, "Derivative Instruments and Hedging Activities," and Note 11, "Fair Value Measurements," of the notes to consolidated financial statements for disclosure of the Company's derivative instruments and hedging activities.

## **Investments**

The Company invests in debt and equity securities which are classified as available for sale and are marked to market at the end of each accounting period. Unrealized gains and losses on these securities, other than the deferred compensation plan assets, are recognized in AOCI within the consolidated statement of shareholders' equity unless an unrealized loss is deemed to be other than temporary, in which case such loss is charged to earnings. The deferred compensation plan assets are marked to market at the end of each accounting period and all unrealized gains and losses are recorded in the consolidated statements of income.

## **Pension and Postretirement Benefits**

The Company utilizes a mark-to-market approach for recognizing pension and postretirement benefit expenses, including measuring the market related value of plan assets at fair value and recognizing actuarial gains and losses in the fourth quarter of each fiscal year or at the date of a remeasurement event. Refer to Note 15, "Retirement Plans," of the notes to consolidated financial statements for disclosure of the Company's pension and postretirement benefit plans.

## **Loss Contingencies**

Accruals are recorded for various contingencies including legal proceedings, environmental matters, self-insurance and other claims that arise in the normal course of business. The accruals are based on judgment, the probability of losses and, where applicable, the consideration of opinions of internal and/or external legal counsel and actuarially determined estimates. Additionally, the Company records receivables from third party insurers when recovery has been determined to be probable.

The Company is subject to laws and regulations relating to protecting the environment. The Company provides for expenses associated with environmental remediation obligations when such amounts are probable and can be reasonably estimated. Refer to Note 23, "Commitments and Contingencies," of the notes to consolidated financial statements.

The Company records liabilities for its workers' compensation, product, general and auto liabilities. The determination of these liabilities and related expenses is dependent on claims experience. For most of these liabilities, claims incurred but not yet reported are estimated by utilizing actuarial valuations based upon historical claims experience. The Company records receivables from third party insurers when recovery has been determined to be probable. The Company maintains captive insurance companies to manage certain of its insurable liabilities.

## **Asbestos-Related Contingencies and Insurance Receivables**

The Company and certain of its subsidiaries along with numerous other companies are named as defendants in personal injury lawsuits based on alleged exposure to asbestos-containing materials. The Company's estimate of the liability and corresponding insurance recovery for pending and future claims and defense costs is based on the Company's historical claim experience, and estimates of the number and resolution cost of potential future claims that may be filed and is discounted to present value from 2068 (which is the Company's reasonable best estimate of the actuarially determined time period through which asbestos-related claims will be filed against Company affiliates). Asbestos related defense costs are included in the asbestos liability. The Company's legal strategy for resolving claims also impacts these estimates. The Company considers various trends and developments in evaluating the period of time (the look-back period) over which historical claim and settlement experience is used to estimate and value claims reasonably projected to be made through 2068. Annually, the Company assesses the sufficiency of its estimated liability for pending and future claims and defense costs by evaluating actual experience regarding claims filed, settled and dismissed, and amounts paid in settlements. In addition to claims and settlement experience, the Company considers additional quantitative and qualitative factors such as changes in legislation, the legal environment, and the Company's defense strategy. The Company also evaluates the recoverability of its insurance receivable on an annual basis. The Company evaluates all of these factors and determines whether a change in the estimate of its liability for pending and future claims and defense costs or insurance receivable is warranted.



In connection with the recognition of liabilities for asbestos-related matters, the Company records asbestos-related insurance recoveries that are probable. The Company's estimate of asbestos-related insurance recoveries represents estimated amounts due to the Company for previously paid and settled claims and the probable reimbursements relating to its estimated liability for pending and future claims discounted to present value. In determining the amount of insurance recoverable, the Company considers available insurance, allocation methodologies, solvency and creditworthiness of the insurers. Refer to Note 23, "Commitments and Contingencies," of the notes to consolidated financial statements for a discussion on management's judgments applied in the recognition and measurement of asbestos-related assets and liabilities.

## **Income Taxes**

Deferred tax liabilities and assets are recognized for the expected future tax consequences of events that have been reflected in the consolidated financial statements. Deferred tax liabilities and assets are determined based on the differences between the book and tax basis of particular assets and liabilities and operating loss carryforwards, using tax rates in effect for the years in which the differences are expected to reverse. A valuation allowance is provided to offset deferred tax assets if, based upon the available evidence, including consideration of tax planning strategies, it is more-likely-than-not that some or all of the deferred tax assets will not be realized. Refer to Note 18, "Income Taxes," of the notes to consolidated financial statements.

## **Retrospective Changes**

Certain amounts as of September 30, 2016 and 2015 have been revised to conform to the current year's presentation.

Effective July 1, 2017, the Company reorganized the reportable segments within its Building Technologies & Solutions business to align with its new management reporting structure and business activities. Prior to this reorganization, Building Technologies & Solutions was comprised of five reportable segments for financial reporting purposes: Systems and Service North America, Products North America, Asia, Rest of World and Tyco. As a result of this change, Building Technologies & Solutions is now comprised of four reportable segments for financial reporting purposes: Building Solutions North America, Building Solutions EMEA/LA, Building Solutions Asia Pacific and Global Products. Refer to Note 7, "Goodwill and Other Intangible Assets," and Note 19, "Segment Information," of the notes to consolidated financial statements for further information. The net sales and cost of sales split of products and systems versus services on the consolidated statements of income has also been revised for the Building Technologies & Solutions reorganization.

## **New Accounting Pronouncements**

### *Recently Adopted Accounting Pronouncements*

In October 2016, the FASB issued ASU No. 2016-17, "Consolidations (Topic 810): Interests Held through Related Parties that are under Common Control." The ASU changes how a single decision maker of a variable interest entity ("VIE") that holds indirect interest in the entity through related parties that are under common control determines whether it is the primary beneficiary of the VIE. The new guidance amends ASU 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis" issued in February 2015. ASU No. 2016-17 was effective for the Company for the quarter ending December 31, 2016. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-07, "Investments - Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting." ASU No. 2016-07 eliminates the requirement for an investment that qualifies for the use of the equity method of accounting as a result of an increase in the level of ownership or degree of influence to adjust the investment, results of operations and retained earnings retrospectively. During the quarter ended September 30, 2017, the Company early adopted ASU No. 2016-07 and applied it prospectively. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

In May 2015, the FASB issued ASU No. 2015-07, "Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)." ASU No. 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. Such investments should be disclosed separate from the fair value hierarchy. ASU No. 2015-07 was effective retrospectively for the Company for the quarter ending December 31, 2016. The adoption of this guidance did not have an impact on the Company's consolidated financial statements, but did impact pension asset disclosures. Refer to Note 15, "Retirement Plans," of the notes to consolidated financial statements for further information.

In February 2015, the FASB issued ASU No. 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis." ASU No. 2015-02 amends the analysis performed to determine whether a reporting entity should consolidate certain types of legal

entities. ASU No. 2015-02 was effective retrospectively for the Company for the quarter ending December 31, 2016. The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

#### *Recently Issued Accounting Pronouncements*

In August 2017, the FASB issued ASU No. 2017-12, "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities." The ASU more closely aligns the results of hedge accounting with risk management activities through amendments to the designation and measurement guidance to better reflect a Company's hedging strategy and effectiveness. ASU 2017-12 is effective for the Company for the quarter ending December 31, 2019. Early adoption is permitted in any interim period. The Company is currently assessing the impact adoption of this guidance will have on its consolidated financial statements.

In May 2017, the FASB issued ASU No. 2017-09, "Compensation — Stock Compensation (Topic 718): Scope of Modification Accounting." The ASU provides guidance about which changes to the terms or conditions of a share-based payment award require a reporting entity to apply modification accounting. ASU No. 2017-09 will be effective prospectively for the Company for the quarter ending December 31, 2018, with early adoption permitted. The impact of this guidance for the Company is dependent on any future share-based payment award changes, should they occur.

In March 2017, the FASB issued ASU No. 2017-07, "Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." The ASU requires the service cost component of net periodic benefit cost to be presented with other compensation costs. The other components of net periodic benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. The ASU also allows only the service cost component of net periodic benefit cost to be eligible for capitalization. The guidance will be effective for the Company for the quarter ending December 31, 2018. Early adoption is permitted as of the beginning of an annual period for which financial statements (interim or annual) have not been issued or made available for issuance. The guidance will be effective retrospectively except for the capitalization of the service cost component which should be applied prospectively. The adoption of this guidance is not expected to have a significant impact on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-04, "Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment," which eliminates the requirement to calculate the implied fair value of goodwill to measure a goodwill impairment charge (Step 2) from the goodwill impairment test. Instead, an impairment charge will equal the amount by which a reporting unit's carrying amount exceeds its fair value, not to exceed the amount of goodwill allocated to the reporting unit. The guidance will be effective prospectively for the Company for the quarter ending December 31, 2020, with early adoption permitted after January 1, 2017. The impact of this guidance for the Company will depend on the outcomes of future goodwill impairment tests.

In November 2016, the FASB issued ASU No. 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)." The ASU requires amounts generally described as restricted cash and restricted cash equivalents to be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The guidance will be effective for the Company for the quarter ending December 31, 2018, with early adoption permitted. The amendments in this update should be applied retrospectively to all periods presented. The impact of this guidance for the Company will depend on the levels of restricted cash balances in the periods presented.

In October 2016, the FASB issued ASU No. 2016-16, "Accounting for Income Taxes: Intra-Entity Asset Transfers of Assets Other than Inventory." The ASU requires the tax effects of all intra-entity sales of assets other than inventory to be recognized in the period in which the transaction occurs. The guidance will be effective for the Company for the quarter ending December 31, 2018, with early adoption permitted but only in the first interim period of a fiscal year. The changes are required to be applied by means of a cumulative-effect adjustment recorded in retained earnings as of the beginning of the fiscal year of adoption. The Company is currently assessing the impact adoption of this guidance will have on its consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments." ASU No. 2016-15 provides clarification guidance on eight specific cash flow presentation issues in order to reduce the diversity in practice. ASU No. 2016-15 will be effective for the Company for the quarter ending December 31, 2018, with early adoption permitted. The guidance should be applied retrospectively to all periods presented, unless deem impracticable, in which case prospective application is permitted. The Company is currently assessing the impact adoption of this guidance will have on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments." ASU No. 2016-13 changes the impairment model for financial assets measured at amortized cost, requiring presentation at the net amount expected to be collected. The measurement of expected credit losses is based upon

historical experience, current conditions, and reasonable and supportable forecasts. Available-for-sale debt securities with unrealized losses will now be recorded through an allowance for credit losses. ASU No. 2016-13 will be effective for the Company for the quarter ended December 31, 2020, with early adoption permitted for the quarter ended December 31, 2019. The adoption of this guidance is not expected to have a significant impact on the Company's consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting." ASU No. 2016-09 impacts certain aspects of the accounting for share-based payment transactions, including income tax consequences, classification of awards as either equity or liabilities, and classification on the statements of cash flows. ASU No. 2016-09 will be effective for the Company for the quarter ending December 31, 2017, with early adoption permitted. The Company is currently assessing the impact adoption of this guidance will have on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)." ASU No. 2016-02 requires recognition of operating leases as lease assets and liabilities on the balance sheet, and disclosure of key information about leasing arrangements. ASU No. 2016-02 will be effective retrospectively for the Company for the quarter ending December 31, 2019, with early adoption permitted. The Company is currently assessing the impact adoption of this guidance will have on its consolidated financial statements. The Company has started the assessment process by evaluating the population of leases under the revised definition of what qualifies as a leased asset. The Company is the lessee under various agreements for facilities and equipment that are currently accounted for as operating leases. The new guidance will require the Company to record operating leases on the balance sheet with a right-of-use asset and corresponding liability for future payment obligations. The Company expects the new guidance will have a material impact on its consolidated statements of financial position for the addition of right-of-use assets and lease liabilities, but the Company does not expect it to have a material impact on its consolidated statements of income.

In January 2016, the FASB issued ASU No. 2016-01, "Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities." ASU No. 2016-01 amends certain aspects of recognition, measurement, presentation and disclosure of financial instruments, including marketable securities. ASU No. 2016-01 will be effective for the Company for the quarter ending December 31, 2018, and early adoption is not permitted, with certain exceptions. The changes are required to be applied by means of a cumulative-effect adjustment on the balance sheet as of the beginning of the fiscal year of adoption. The impact of this guidance for the Company will depend on the magnitude of the unrealized gains and losses on the Company's marketable securities investments.

In July 2015, the FASB issued ASU No. 2015-11, "Simplifying the Measurement of Inventory." ASU No. 2015-11 requires inventory that is recorded using the first-in, first-out method to be measured at the lower of cost or net realizable value. ASU No. 2015-11 will be effective prospectively for the Company for the quarter ending December 31, 2017, with early adoption permitted. The adoption of this guidance is not expected to have a significant impact on the Company's consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." ASU No. 2014-09 clarifies the principles for recognizing revenue when an entity either enters into a contract with customers to transfer goods or services or enters into a contract for the transfer of non-financial assets. The original standard was effective retrospectively for the Company for the quarter ending December 31, 2017; however in August 2015, the FASB issued ASU No. 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date," which defers the effective date of ASU No. 2014-09 by one-year for all entities. The new standard will become effective retrospectively for the Company for the quarter ending December 31, 2018, with early adoption permitted, but not before the original effective date. Additionally, in March 2016, the FASB issued ASU No. 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)," in April 2016, the FASB issued ASU No. 2016-10, "Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing," in May 2016, the FASB issued ASU No. 2016-12, "Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients," and in December 2016, the FASB issued ASU No. 2016-20, "Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers," all of which provide additional clarification on certain topics addressed in ASU No. 2014-09. ASU No. 2016-08, ASU No. 2016-10, ASU No. 2016-12 and ASU No. 2016-20 follow the same implementation guidelines as ASU No. 2014-09 and ASU No. 2015-14. The Company has elected to adopt the new revenue guidance as of October 1, 2018 using the modified retrospective approach. In preparation for adoption of the new guidance, the Company has reviewed representative samples of contracts and other forms of agreements with customers globally and is in the process of evaluating the impact of the new revenue standard. Based on its procedures to date, the Company is not in a position today to quantify the potential impact the new revenue standard will have on its consolidated financial statements.

## 2. MERGER TRANSACTION

As discussed in Note 1, "Summary of Significant Accounting Policies," of the notes to consolidated financial statements, JCI Inc. and Tyco completed the Merger on September 2, 2016. The Merger was accounted for as a reverse acquisition using the acquisition method of accounting in accordance with ASC 805, "Business Combinations." Based on the structure of the Merger and other activities contemplated by the Merger Agreement, relative outstanding share ownership, the composition of the Company's board of directors and the designation of certain senior management positions of the Company, JCI Inc. was the accounting acquirer for financial reporting purposes.

Immediately prior to the Merger and in connection therewith, Tyco shareholders received 0.955 ordinary shares of Tyco (which shares are now referred to as shares of the Company, or "Company ordinary shares") for each Tyco ordinary share they held by virtue of a 0.955-for-one share consolidation. In the Merger, each outstanding share of common stock, par value \$1.00 per share, of JCI Inc. ("JCI Inc. common stock") (other than shares held by JCI Inc., Tyco and certain of their subsidiaries) was converted into the right to receive either the cash consideration or the share consideration (each as described below), at the election of the holder, subject to proration procedures described in the Merger Agreement and applicable withholding taxes. The election to receive the cash consideration was undersubscribed. As a result, holders of shares of JCI Inc. common stock that elected to receive the share consideration and holders of shares of JCI Inc. common stock that made no election (or failed to properly make an election) became entitled to receive, for each such share of JCI Inc. common stock, \$5.7293 in cash, without interest, and 0.8357 Company ordinary shares, subject to applicable withholding taxes. Holders of shares of JCI Inc. common stock that elected to receive the cash consideration became entitled to receive, for each such share of JCI Inc. common stock, \$34.88 in cash, without interest, subject to applicable withholding taxes. In the Merger, JCI Inc. shareholders received, in the aggregate, approximately \$3.864 billion in cash. Immediately after the closing of, and giving effect to, the Merger, former JCI Inc. shareholders owned approximately 56% of the issued and outstanding Company ordinary shares and former Tyco stockholders owned approximately 44% of the issued and outstanding Company ordinary shares.

Tyco is a leading global provider of security products and services, fire detection and suppression products and services, and life safety products. The acquisition of Tyco brings together best-in-class product, technology and service capabilities across controls, fire, security, HVAC, power solutions and energy storage, to serve various end-markets including large institutions, commercial buildings, retail, industrial, small business and residential. The combination of the Tyco and JCI Inc. buildings platforms creates immediate opportunities for near-term growth through cross-selling, complementary branch and channel networks, and expanded global reach for established businesses. The new Company also benefits by combining innovation capabilities and pipelines involving new products, advanced solutions for smart buildings and cities, value-added services driven by advanced data and analytics and connectivity between buildings and energy storage through infrastructure integration.

### *Fair Value of Consideration Transferred*

The total fair value of consideration transferred was approximately \$19.7 billion. Total consideration is comprised of the equity value of the Tyco shares that were outstanding as of September 2, 2016 and the portion of Tyco's share awards and share options earned as of September 2, 2016 (\$224 million). Share awards and share options not earned (\$101 million) as of September 2, 2016 will be expensed over the remaining future vesting period.

The following table summarizes the total fair value of consideration transferred:

(in millions, except for share consolidation ratio and share data)

Number of Tyco shares outstanding at September 2, 2016	427,181,743
Tyco share consolidation ratio	0.955
Tyco ordinary shares outstanding following the share consolidation and immediately prior to the Merger	407,958,565
JCI Inc. converted share price (1)	\$ 47.67
Fair value of equity portion of the Merger consideration	\$ 19,447
Fair value of Tyco equity awards	224
<b>Total fair value of consideration transferred</b>	<b>\$ 19,671</b>

- (1) Amount equals JCI Inc. closing share price and market capitalization at September 2, 2016 (\$45.45 and \$29,012 million, respectively) adjusted for the Tyco \$3,864 million cash contribution used to purchase 110.8 million shares of JCI Inc. common stock for \$34.88 per share.

## *Fair Value of Assets Acquired and Liabilities Assumed*

The Company accounted for the Merger with Tyco as a business combination using the acquisition method of accounting. The assets acquired and liabilities assumed were recorded at their respective fair values as of the acquisition date. Fair value estimates are based on a complex series of judgments about future events and uncertainties and rely heavily on estimates and assumptions. The judgments used to determine the estimated fair value assigned to each class of assets acquired and liabilities assumed, as well as asset lives, can materially impact the Company's results of operations.

The fair values of the assets acquired and liabilities assumed are as follows (in millions):

Cash and cash equivalents	\$	489
Accounts receivable		2,034
Inventories		807
Other current assets		617
Property, plant, and equipment - net		1,216
Goodwill		16,105
Intangible assets - net		6,384
Other noncurrent assets		536
Total assets acquired	\$	28,188
Short-term debt	\$	462
Accounts payable		725
Accrued compensation and benefits		312
Other current liabilities		1,481
Long-term debt		6,416
Long-term deferred tax liabilities		718
Long-term pension and postretirement benefits		774
Other noncurrent liabilities		1,456
Total liabilities acquired	\$	12,344
Noncontrolling interests		37
Net assets acquired	\$	15,807
Cash consideration paid to JCI Inc. shareholders		3,864
<b>Total fair value of consideration transferred</b>	<b>\$</b>	<b>19,671</b>

In connection with the Merger, the Company recorded goodwill of \$16.1 billion, which is attributable primarily to expected synergies, expanded market opportunities, and other benefits that the Company believes will result from combining its operations with the operations of Tyco. Goodwill has been allocated to the reporting units within Building Technologies & Solutions business based on the expected benefits from the Merger. The Company recorded a net reduction in goodwill of \$258 million in fiscal 2017 related to purchase price allocations. The goodwill created in the Merger is not deductible for tax purposes.

The purchase price allocation to identifiable intangible assets acquired are as follows:

	<b>Fair Value (in millions)</b>	<b>Weighted Average Life (in years)</b>
Customer relationships	\$ 2,280	12
Completed technology	1,650	11
Other definite-lived intangibles	214	7
Indefinite-lived trademarks	2,080	
Other indefinite-lived intangibles	90	
In-process research and development	70	
Total identifiable intangible assets	<u>\$ 6,384</u>	



The Company's consolidated financial statements for the fiscal year ended September 30, 2016 include Tyco's results of operations from the acquisition date of September 2, 2016 through September 30, 2016. Net sales and net income (loss) from continuing operations attributable to Tyco during this period and included in the Company's consolidated financial statements for the fiscal year ended September 30, 2016 total \$808 million and (\$48) million, respectively.

The following unaudited pro forma information assumes the acquisition had occurred on October 1, 2014, and had been included in the Company's consolidated statements of income for fiscal years 2016 and 2015.

(in millions)	Year Ended September 30,	
	2016	2015
Pro forma net sales	\$ 29,647	\$ 26,908
Pro forma net income from continuing operations	1,143	848

In order to reflect the occurrence of the acquisition on October 1, 2014 as required, the unaudited pro forma results include adjustments to reflect, among other things, the amortization of the inventory step-up, the incremental intangible asset amortization to be incurred based on the preliminary values of each identifiable intangible asset, the change in timing of defined benefit plans' mark-to-market gain or loss recognition, the change in timing of transaction and restructuring costs, and interest expense from debt financing obtained to fund the cash consideration paid to JCI Inc. shareholders. These pro forma amounts are not necessarily indicative of the results that would have been obtained if the acquisition had occurred as of the beginning of the period presented or that may occur in the future, and does not reflect future synergies, integration costs, or other such costs or savings. Additional information regarding fiscal 2016 pro forma information can be found in the Form 8-K filed by the Company with the SEC on November 8, 2016 under Item 7.01, "Regulation FD Disclosure."

### **3. ACQUISITIONS AND DIVESTITURES**

#### ***Fiscal Year 2017***

During fiscal 2017, the Company completed three acquisitions for a combined purchase price, net of cash acquired, of \$9 million, \$6 million of which was paid as of September 30, 2017. The acquisitions in the aggregate were not material to the Company's consolidated financial statements. In connection with the acquisitions, the Company recorded goodwill of \$2 million.

In the fourth quarter of fiscal 2017, the Company completed two divestitures for a combined selling price, net of cash divested, of \$44 million, of which \$40 million was received as of September 30, 2017. The divestitures were not material to the Company's consolidated financial statements. In connection with the divestitures, the Company recorded a gain of \$9 million within selling, general and administrative expenses on the consolidated statements of income and reduced goodwill by \$19 million and \$2 million in the Global Products segment and in the Building Solutions Asia Pacific segment, respectively.

In the second quarter of fiscal 2017, the Company signed a definitive agreement to sell its Scott Safety business to 3M Company for approximately \$2.0 billion. The transaction closed on October 4, 2017. Net cash proceeds from the transaction of approximately \$1.9 billion were used to repay a significant portion of the Tyco International Holding S.a.r.L.'s ("TSarl") \$4.0 billion of merger-related debt. Scott Safety is a leader in high performance respiratory protection, gas and flame detection, thermal imaging and other critical products. The Scott Safety business is included in the Global Products segment and is reported within assets and liabilities held for sale in the consolidated statements of financial position as of September 30, 2017. Refer to Note 4, "Discontinued Operations," of the notes to consolidated financial statements for further disclosure related to the Company's net assets held for sale.

In the second quarter of fiscal 2017, the Company completed the sale of its ADT security business in South Africa within the Building Solutions EMEA/LA segment. The selling price, net of cash divested, was \$129 million, all of which was received as of September 30, 2017. In connection with the sale, the Company reduced goodwill in assets held for sale by \$92 million. The divestiture was not material to the Company's consolidated financial statements.

In the first quarter of fiscal 2017, the Company completed one additional divestiture for a sales price of \$4 million, all of which was received as of September 30, 2017. The divestiture decreased the Company's ownership from a controlling to noncontrolling



interest, and as a result, the Company deconsolidated cash of \$5 million. The divestiture was not material to the Company's consolidated financial statements.

During fiscal 2017, the Company received \$52 million in net cash proceeds related to prior year business divestitures.

### ***Fiscal Year 2016***

On October 1, 2015, the Company formed a joint venture with Hitachi to expand its Building Technologies & Solutions product offerings. The Company acquired a 60% ownership interest in the new entity for approximately \$208 million (\$638 million purchase price less cash acquired of \$430 million), \$133 million of which was paid as of September 30, 2016 and \$75 million was paid as of September 30, 2017. In connection with the acquisition, the Company recorded goodwill of \$253 million related to purchase price allocations.

Also during fiscal 2016, the Company completed two additional acquisitions for a combined purchase price, net of cash acquired, of \$6 million, \$3 million of which was paid as of September 30, 2016. The acquisitions in aggregate were not material to the Company's consolidated financial statements. In connection with the acquisitions, the Company recorded goodwill of \$6 million. One of the acquisitions increased the Company's ownership from a noncontrolling to controlling interest. As a result, the Company recorded a non-cash gain of \$4 million in equity income for the Global Products segment to adjust the Company's existing equity investment in the partially-owned affiliate to fair value.

In the fourth quarter of fiscal 2016, the Company completed two divestitures for a combined sales price of \$39 million, net of cash divested of \$13 million. None of the sales proceeds were received as of September 30, 2016. The divestitures were not material to the Company's consolidated financial statements. In connection with the divestitures, the Company recorded a gain of \$12 million within selling, general and administrative expenses on the consolidated statements of income and reduced goodwill by \$16 million in the Global Products segment.

In the third quarter of fiscal 2016, the Company completed a divestiture for a sales price of \$16 million, all of which was received as of September 30, 2016. The divestiture was not material to the Company's consolidated financial statements. In connection with the divestiture, the Company recorded a gain of \$14 million within selling, general and administrative expenses on the consolidated statements of income and reduced goodwill by \$3 million in the Building Solutions North America segment.

During fiscal 2016, the Company received \$29 million in net cash proceeds related to prior year business divestitures.

### ***Fiscal Year 2015***

During fiscal 2015, the Company completed three acquisitions for a combined purchase price, net of cash acquired, of \$47 million, \$18 million of which was paid as of September 30, 2015. The acquisitions in the aggregate were not material to the Company's consolidated financial statements. In connection with the acquisitions, the Company recorded goodwill in assets held for sale of \$9 million.

In the fourth quarter of fiscal 2015, the Company completed the sale of its Global Workplace Solutions ("GWS") business to CBRE Group Inc. ("CBRE"). The selling price, net of cash divested, was \$1.4 billion, all of which was received as of September 30, 2015. In connection with the sale, the Company recorded a \$940 million gain, \$643 million net of tax, within income (loss) from discontinued operations, net of tax, on the consolidated statements of income and reduced goodwill in assets held for sale by \$220 million. At March 31, 2015, the Company determined that the GWS segment met the criteria to be classified as a discontinued operation. Refer to Note 4, "Discontinued Operations," of the notes to consolidated financial statements for further disclosure related to the Company's discontinued operations.

In the fourth quarter of fiscal 2015, the Company completed its global automotive interiors joint venture with Yanfeng Automotive Trim Systems. In connection with the divestiture of the Interiors business, the Company recorded a \$145 million gain, \$38 million net of tax within income (loss) from discontinued operations, net of tax, on the consolidated statements of income and reduced goodwill in assets held for sale by \$21 million.

Also during fiscal 2015, the Company completed four additional divestitures for a combined sales price of \$119 million, \$86 million of which was received as of September 30, 2015. The divestitures were not material to the Company's consolidated financial statements. In connection with the divestitures, the Company recorded a gain of \$38 million within selling, general and administrative expenses on the consolidated statements of income and reduced goodwill by \$14 million in the Global Products segment, recorded a gain of \$10 million within income (loss) from discontinued operations, net of tax, on the consolidated statements of income and reduced goodwill in assets held for sale by \$4 million, and recorded a gain of \$7 million within selling, general and administrative expenses on the consolidated statements of income and reduced goodwill by \$2 million in the Building Solutions North America segment.

In the first nine months of fiscal 2015, the Company adjusted the purchase price allocation of the fiscal 2014 acquisition of Air Distribution Technologies Inc. ("ADTi"). The adjustment was made as a result of a true-up to the purchase price in the amount of \$4 million, all of which was paid as of September 30, 2015. Also, in connection with this acquisition, the Company recorded additional goodwill of \$34 million in fiscal 2015 related to the final purchase price allocations.

In the second quarter of fiscal 2015, the Company completed the sale of its interests in two GWS joint ventures to Brookfield Asset Management, Inc. The selling price, net of cash divested, was \$141 million, all of which was received as of September 30, 2015. In connection with the sale, the Company recorded a \$200 million gain, \$127 million net of tax, within income (loss) from discontinued operations, net of tax, on the consolidated statements of income and reduced goodwill in assets held for sale by \$20 million.

#### 4. DISCONTINUED OPERATIONS

##### *Adient*

As discussed in Note 1, "Summary of Significant Accounting Policies," of the notes to consolidated financial statements, on October 31, 2016, the Company completed the spin-off of its Automotive Experience business by way of the transfer of the Automotive Experience Business from Johnson Controls to Adient plc. The Company did not retain any equity interest in Adient plc. During the first quarter of fiscal 2017, the Company determined that Adient met the criteria to be classified as a discontinued operation and, as a result, Adient's historical financial results are reflected in the Company's consolidated financial statements as a discontinued operation, and assets and liabilities are classified as assets and liabilities held for sale. The Company did not allocate any general corporate overhead to discontinued operations.

The following table summarizes the results of Adient, reclassified as discontinued operations for the fiscal years ended September 30, 2017, 2016 and 2015 (in millions). As the Adient spin-off occurred on October 31, 2016, there is only one month of Adient results included in the year ended September 30, 2017.

	Year Ended September 30,		
	2017	2016	2015
Net sales	\$ 1,434	\$ 16,837	\$ 20,079
Income from discontinued operations before income taxes	1	525	1,220
Provision for income taxes on discontinued operations	35	2,041	529
Income from discontinued operations attributable to noncontrolling interests, net of tax	9	84	66
Income (loss) from discontinued operations	<u>\$ (43)</u>	<u>\$ (1,600)</u>	<u>\$ 625</u>

For the fiscal year ended September 30, 2017, the income from discontinued operations before income taxes included separation costs of \$79 million. For the fiscal year ended September 30, 2016, the income from discontinued operations before income taxes included separation costs (\$418 million), significant restructuring and impairment costs (\$332 million), and net mark-to market losses on pension and postretirement plans (\$110 million). For the fiscal year ended September 30, 2015, the income from discontinued operations before income taxes included significant restructuring and impairment costs (\$182 million), a net gain on a business divestiture (\$155 million), transaction and separation costs (\$52 million), and net mark-to market losses on pension and postretirement plans (\$6 million).

For the fiscal year ended September 30, 2017, the effective tax rate was more than the U.S. federal statutory rate of 35% primarily due to the tax impacts of separation costs and Adient spin-off related tax expense, partially offset by non-U.S. tax rate differentials.

In preparation for the spin-off of the Automotive Experience business in the first quarter of fiscal 2017, the Company incurred incremental tax expense of \$95 million in fiscal 2016. The Company also completed substantial business reorganizations which resulted in total tax charges of \$1,891 million in fiscal 2016. Included in this amount is the tax charge provided for in the third quarter of fiscal 2016 of \$85 million for changes in entity tax status and the charge provided for in the second quarter of fiscal 2016 of \$780 million for income tax expense on foreign undistributed earnings of certain non-U.S. subsidiaries.

In fiscal 2016, the Company did provide U.S. income tax expense related to the restructuring and repatriation of cash for certain non-U.S. subsidiaries in connection with the Automotive Experience planned spin-off. At September 30, 2016 the Company needed to complete the final steps of Automotive Experience restructuring and, as a result, the Company provided deferred taxes of \$24 million for the U.S. income tax expense on outside basis differences that reversed upon the completion of the restructuring.

In the fourth quarter of fiscal 2015, the Company completed its global automotive interiors joint venture with Yanfeng Automotive Trim Systems. Refer to Note 3, "Acquisitions and Divestitures," of the notes to consolidated financial statements for additional information. In connection with the divestiture of the Interiors business, the Company recorded a pre-tax gain on divestiture of \$145 million, \$38 million net of tax. The tax impact of the gain is due to the jurisdictional mix of gains and losses on the divestiture, which resulted in non-benefited expenses in certain countries and taxable gains in other countries. In addition, in the third and fourth quarters of fiscal 2015, the Company provided income tax expense for repatriation of cash and other tax reserves associated with the Automotive Experience Interiors joint venture transaction, which resulted in a tax charge of \$75 million and \$223 million, respectively.

#### *GWS*

On March 31, 2015, the Company announced that it had reached a definitive agreement to sell the remainder of the GWS business to CBRE, subject to regulatory and other approvals. The sale closed on September 1, 2015. The agreement includes a 10-year strategic relationship between the Company and CBRE. The Company is the preferred provider of HVAC equipment, building automation systems and related services to the portfolio of real estate and corporate facilities managed globally by CBRE and GWS. The Company also engages GWS for facility management services. The annual cash flows resulting from these activities with the legacy GWS business are not currently significant nor are they expected to become significant in the future.

At March 31, 2015, the Company determined that its GWS segment met the criteria to be classified as a discontinued operation. The Company did not allocate any general corporate overhead to discontinued operations.

There were no amounts related to the GWS business classified as discontinued operations for the fiscal years ended September 30, 2017 and 2016. The following table summarizes the results of GWS, reclassified as discontinued operations for the fiscal year ended September 30, 2015 (in millions):

	Year Ended September 30, 2015
Net sales	\$ 3,025
Income from discontinued operations before income taxes	1,203
Provision for income taxes on discontinued operations	1,075
Income from discontinued operations attributable to noncontrolling interests, net of tax	4
Income from discontinued operations	<u>\$ 124</u>

For the fiscal year ended September 30, 2015, the income from discontinued operations before income taxes included a \$940 million gain on divestiture for the remainder of the GWS business, a \$200 million gain on divestiture of the Company's interest in two GWS joint ventures and transaction costs of \$87 million.

The effective tax rate is different than the U.S. statutory rate for fiscal 2015 primarily due to \$680 million tax expense for repatriation of cash and other tax reserves, and the tax consequences of the sale of the GWS joint ventures (\$73 million) and the remaining business (\$297 million).

### *Assets and Liabilities Held for Sale*

During the second quarter of fiscal 2017, the Company signed a definitive agreement to sell its Scott Safety business of the Global Products segment to 3M Company. The transaction closed on October 4, 2017. The assets and liabilities of this business are presented as held for sale in the consolidated statements of financial position as of September 30, 2017. The business did not meet the criteria to be classified as a discontinued operation as the divestiture of the Scott Safety business will not have a major effect on the Company's operations and financial results.

The following table summarizes the carrying value of the Scott Safety assets and liabilities held for sale at September 30, 2017 (in millions):

	September 30, 2017
Cash	\$ 9
Accounts receivable - net	100
Inventories	75
Other current assets	5
Assets held for sale	<u>\$ 189</u>
Property, plant and equipment - net	\$ 79
Goodwill	1,248
Other intangible assets - net	592
Other noncurrent assets	1
Noncurrent assets held for sale	<u>\$ 1,920</u>
Accounts payable	\$ 37
Accrued compensation and benefits	10
Other current liabilities	25
Liabilities held for sale	<u>\$ 72</u>
Other noncurrent liabilities	\$ 173
Noncurrent liabilities held for sale	<u>\$ 173</u>

The following table summarizes the carrying value of Adient, classified as assets and liabilities held for sale at September 30, 2016 (in millions):

	September 30, 2016
Cash	\$ 105
Cash in escrow related to Adient debt	2,034
Accounts receivable - net	2,071
Inventories	672
Other current assets	756
Assets held for sale	<u>\$ 5,638</u>
Property, plant and equipment - net	\$ 2,240
Goodwill	2,385
Other intangible assets - net	113
Investments in partially-owned affiliates	1,745
Other noncurrent assets	891
Noncurrent assets held for sale	<u>\$ 7,374</u>
Short-term debt	\$ 41
Current portion of long-term debt	38
Accounts payable	2,764
Accrued compensation and benefits	430
Other current liabilities	975
Liabilities held for sale	<u>\$ 4,248</u>
Long-term debt	\$ 3,441
Pension and postretirement benefits	188
Other noncurrent liabilities	259
Noncurrent liabilities held for sale	<u>\$ 3,888</u>

The following table summarizes depreciation and amortization, capital expenditures, and significant operating and investing non-cash items related to Adient for the fiscal years ended September 30, 2016 and 2015 (in millions):

	Year Ended September 30,		
	2017	2016	2015
Depreciation and amortization	\$ 29	\$ 331	\$ 333
Pension and postretirement benefit expense	—	113	15
Equity in earnings of partially-owned affiliates	(31)	(357)	(295)
Deferred income taxes	562	(476)	(50)
Non-cash restructuring and impairment costs	—	87	27
Gain on divestitures	—	—	(155)
Equity-based compensation	1	16	16
Accrued income taxes	(808)	—	—
Other	—	(2)	(4)
Capital expenditures	(91)	(395)	(455)

During the second quarter of fiscal 2017, the Company completed the divestiture of its ADT security business in South Africa within the Building Solutions EMEA/LA segment. The assets and liabilities of this business were presented as held for sale in the consolidated statements of financial position as of September 30, 2016. The business did not meet the criteria to be classified as a discontinued operation.

The following table summarizes the carrying value of ADT security business in South Africa assets and liabilities at September 30, 2016 (in millions):

	September 30, 2016
Accounts receivable - net	\$ 9
Inventories	7
Other current assets	3
Property, plant and equipment - net	15
Goodwill	89
Other intangible assets - net	30
Other noncurrent assets	4
Assets held for sale	<u>\$ 157</u>
Accounts payable	\$ 9
Other current liabilities	19
Liabilities held for sale	<u>\$ 28</u>

At September 30, 2016, \$17 million of certain Corporate assets were classified as held for sale. The assets were sold during the second quarter of fiscal 2017.

## 5. INVENTORIES

Inventories consisted of the following (in millions):

	September 30,	
	2017	2016
Raw materials and supplies	\$ 919	\$ 852
Work-in-process	567	503
Finished goods	1,723	1,533
Inventories	<u>\$ 3,209</u>	<u>\$ 2,888</u>

## 6. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following (in millions):

	September 30,	
	2017	2016
Buildings and improvements	\$ 2,445	\$ 2,107
Subscriber systems	571	448
Machinery and equipment	5,572	5,137
Construction in progress	1,252	990
Land	373	367
Total property, plant and equipment	<u>10,213</u>	<u>9,049</u>
Less: accumulated depreciation	<u>(4,092)</u>	<u>(3,417)</u>
Property, plant and equipment - net	<u>\$ 6,121</u>	<u>\$ 5,632</u>

Interest costs capitalized during the fiscal years ended September 30, 2017, 2016 and 2015 were \$27 million, \$19 million and \$25 million, respectively. Accumulated depreciation related to capital leases at September 30, 2017 and 2016 was \$13 million and \$16 million, respectively.



## 7. GOODWILL AND OTHER INTANGIBLE ASSETS

Effective July 1, 2017, the Company reorganized the reportable segments within its Building Technologies & Solutions business to align with its new management reporting structure and business activities. Historical information has been revised to reflect the new Building Technologies & Solutions reportable segments. Refer to Note 19, "Segment Information," of the notes to consolidated financial statements for further information.

The changes in the carrying amount of goodwill in each of the Company's reportable segments for the fiscal years ended September 30, 2017 and 2016 were as follows (in millions):

	September 30, 2015	Business Acquisitions	Business Divestitures	Currency Translation and Other	September 30, 2016
Building Technologies & Solutions					
Building Solutions North America	\$ 930	\$ 8,829	\$ (3)	\$ (22)	\$ 9,734
Building Solutions EMEA/LA	195	1,787	—	(1)	1,981
Building Solutions Asia Pacific	310	968	—	(18)	1,260
Global Products	1,943	5,038	(16)	(2)	6,963
Power Solutions	1,082	—	—	4	1,086
Total	<u>\$ 4,460</u>	<u>\$ 16,622</u>	<u>\$ (19)</u>	<u>\$ (39)</u>	<u>\$ 21,024</u>
	September 30, 2016	Business Acquisitions	Business Divestitures	Currency Translation and Other	September 30, 2017
Building Technologies & Solutions					
Building Solutions North America	\$ 9,734	\$ (147)	\$ —	\$ 50	\$ 9,637
Building Solutions EMEA/LA	1,981	(37)	—	68	2,012
Building Solutions Asia Pacific	1,260	(14)	(2)	11	1,255
Global Products	6,963	(58)	(1,267)	49	5,687
Power Solutions	1,086	—	—	11	1,097
Total	<u>\$ 21,024</u>	<u>\$ (256)</u>	<u>\$ (1,269)</u>	<u>\$ 189</u>	<u>\$ 19,688</u>

In connection with the Tyco Merger, the Company recorded goodwill of \$16,105 million based on the final purchase price allocation. Refer to Note 2, "Merger Transaction," of the notes to consolidated financial statements for additional information.

The fiscal 2017 Global Products business divestiture amount includes \$1,248 million of goodwill transferred to noncurrent assets held for sale on the consolidated statements of financial position for the sale of the Scott Safety business. Refer to Note 4, "Discontinued Operations," of the notes to consolidated financial statements for further information regarding the Company's assets and liabilities held for sale.

At September 30, 2015, accumulated goodwill impairment charges included \$47 million related to the Building Solutions EMEA/LA - Latin America reporting unit.

At July 1, 2017, the Company assessed goodwill for impairment in the Building Technologies & Solutions business due to the change in reportable segments as described in Note 19, "Segment Information," of the notes to consolidated financial statements. The Company determined that the estimated fair value of each reporting unit exceeded its corresponding carrying amount including recorded goodwill, and as such, no impairment existed at July 1, 2017.

There were no goodwill impairments resulting from fiscal 2017 and 2016 annual impairment tests. With the exception of a Building Solutions North America reporting unit that has goodwill as a result of a recent acquisition and is recorded at fair value, no reporting unit was determined to be at risk of failing step one of the goodwill impairment test. The Company continuously monitors for events and circumstances that could negatively impact the key assumptions in determining fair value, including long-term revenue growth projections, profitability, discount rates, recent market valuations from transactions by comparable companies, volatility in the Company's market capitalization, and general industry, market and macro-economic conditions. It is possible that future

changes in such circumstances, or in the variables associated with the judgments, assumptions and estimates used in assessing the fair value of the reporting unit, would require the Company to record a non-cash impairment charge.

The assumptions included in the impairment tests require judgment, and changes to these inputs could impact the results of the calculations. Other than management's projections of future cash flows, the primary assumptions used in the impairment tests were the weighted-average cost of capital and long-term growth rates. Although the Company's cash flow forecasts are based on assumptions that are considered reasonable by management and consistent with the plans and estimates management is using to operate the underlying businesses, there are significant judgments in determining the expected future cash flows attributable to a reporting unit.

The Company's other intangible assets, primarily from business acquisitions valued based on independent appraisals, consisted of (in millions):

	September 30, 2017			September 30, 2016		
	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Amortized intangible assets						
Technology	\$ 1,328	\$ (137)	\$ 1,191	\$ 1,528	\$ (24)	\$ 1,504
Customer relationships	3,168	(486)	2,682	3,168	(226)	2,942
Miscellaneous	389	(147)	242	519	(130)	389
Total amortized intangible assets	4,885	(770)	4,115	5,215	(380)	4,835
Unamortized intangible assets						
Trademarks/trade names	2,483	—	2,483	2,555	—	2,555
Miscellaneous	143	—	143	150	—	150
	2,626	—	2,626	2,705	—	2,705
Total intangible assets	<u>\$ 7,511</u>	<u>\$ (770)</u>	<u>\$ 6,741</u>	<u>\$ 7,920</u>	<u>\$ (380)</u>	<u>\$ 7,540</u>

Refer to Note 2, "Merger Transaction," of the notes to consolidated financial statements for additional information of intangibles recorded as a result of the Tyco Merger. Given the recent acquisition, the September 30, 2017 carrying amount of the indefinite-lived intangible assets recorded as a result of the Tyco Merger approximate fair value.

Amortization of other intangible assets included within continuing operations for the fiscal years ended September 30, 2017, 2016 and 2015 was \$489 million, \$116 million and \$74 million, respectively. Excluding the impact of any future acquisitions, the Company anticipates amortization for fiscal 2018, 2019, 2020, 2021 and 2022 will be approximately \$375 million, \$375 million, \$372 million, \$369 million and \$360 million, respectively. There were no indefinite-lived intangible asset impairments resulting from fiscal 2017, 2016 and 2015 annual impairment tests.

## 8. LEASES

Certain administrative and production facilities and equipment are leased under long-term agreements. Most leases contain renewal options for varying periods, and certain leases include options to purchase the leased property during or at the end of the lease term. Leases generally require the Company to pay for insurance, taxes and maintenance of the property. Leased capital assets included in net property, plant and equipment, primarily buildings and improvements, were \$17 million and \$23 million at September 30, 2017 and 2016, respectively.

Other facilities and equipment are leased under arrangements that are accounted for as operating leases. Total rental expense for continuing and discontinued operations for the fiscal years ended September 30, 2017, 2016 and 2015 was \$502 million, \$402 million and \$413 million, respectively.

Future minimum capital and operating lease payments and the related present value of capital lease payments at September 30, 2017 were as follows (in millions):

	Capital Leases	Operating Leases
2018	\$ 4	\$ 315
2019	3	237
2020	3	160
2021	2	96
2022	2	61
After 2022	9	85
Total minimum lease payments	23	\$ 954
Interest	(4)	
Present value of net minimum lease payments	\$ 19	

## 9. DEBT AND FINANCING ARRANGEMENTS

Short-term debt consisted of the following (in millions):

	September 30,	
	2017	2016
Bank borrowings and commercial paper	\$ 1,214	\$ 1,078
Weighted average interest rate on short-term debt outstanding	1.6%	1.1%

In connection with the Tyco Merger, JCI Inc. replaced its \$2.5 billion committed five-year credit facility scheduled to mature in August 2018 with a \$2.0 billion committed four-year credit facility scheduled to mature in August 2020. Additionally, TSarl, a wholly-owned subsidiary of Johnson Controls, entered into a \$1.0 billion committed four-year credit facility scheduled to mature in August 2020. The facilities are used to support the Company's outstanding commercial paper. There were no draws on either committed credit facilities during the fiscal years ended September 30, 2017 and 2016. Commercial paper outstanding as of September 30, 2017 and 2016 was \$954 million and \$440 million, respectively.

In September 2017, the Company entered into a 364-day 150 million euro, floating rate, term loan scheduled to expire in September 2018. Proceeds from the loan were used for general corporate purposes.

In March 2017, the Company entered into a 364-day \$150 million committed revolving credit facility scheduled to expire in March 2018. As of September 30, 2017, there were no draws on the facility.

In February 2017, the Company entered into a 364-day \$150 million committed revolving credit facility scheduled to expire in February 2018. As of September 30, 2017, there were no draws on the facility.

In January 2017, the Company entered into a 364-day \$250 million committed revolving credit facility scheduled to expire in January 2018. As of September 30, 2017, there were no draws on the facility.

In December 2016, the Company entered into a 364-day 100 million euro floating rate term loan scheduled to mature in December 2017. Proceeds from the term loan were used for general corporate purposes. Principal and accrued interest were fully repaid in March 2017.

In December 2016, a \$100 million committed revolving credit facility expired. There were no draws on the facility.

In November 2016, a \$35 million committed revolving credit facility expired. There were no draws on the facility.

In October 2016, the Company repaid two ten-month floating rate term loans totaling \$325 million, plus accrued interest, scheduled to expire in October 2016.

In October 2016, the Company repaid a nine-month \$100 million floating rate term loan, plus accrued interest, scheduled to expire in November 2016.

In October 2016, the Company repaid a nine-month 100 million euro floating rate term loan, plus accrued interest, scheduled to expire in October 2016.

Long-term debt consisted of the following (in millions; due dates by fiscal year):

	September 30,	
	2017	2016
Unsecured notes		
JCI Inc. - 7.125% due in 2017 (\$150 million par value)	\$ —	\$ 149
JCI Inc. - 2.6% due in 2017 (\$400 million par value)	—	404
JCI Inc. - 2.355% due in 2017 (\$46 million par value)	—	46
JCI plc - 1.4% due in 2018 (\$259 million par value)	259	—
JCI Inc. - 1.4% due in 2018 (\$41 million par value in 2017; \$300 million par value in 2016)	42	301
JCI plc - 3.75% due in 2018 (\$49 million par value)	49	—
Tyco International Finance S.A. ("TIFSA") - 3.75% due in 2018 (\$18 million par value in 2017; \$67 million par value in 2016)	18	69
JCI plc - 5.00% due in 2020 (\$453 million par value)	452	—
JCI Inc. - 5.00% due in 2020 (\$47 million par value in 2017; \$500 million par value in 2016)	47	499
JCI plc - 4.25% due in 2021 (\$447 million par value)	446	—
JCI Inc. - 4.25% due in 2021 (\$53 million par value in 2017; \$500 million par value in 2016)	53	498
JCI plc - 3.75% due in 2022 (\$428 million par value)	427	—
JCI Inc. - 3.75% due in 2022 (\$22 million par value in 2017; \$450 million par value in 2016)	22	448
JCI plc - 4.625% due in 2023 (\$35 million par value)	38	—
TIFSA - 4.625% due in 2023 (\$7 million par value in 2017; \$42 million par value in 2016)	8	46
JCI plc - 1.00% due in 2023 (€1,000 million par value)	1,171	—
JCI plc - 3.625% due in 2024 (\$468 million par value)	468	—
JCI Inc. - 3.625% due in 2024 (\$31 million par value in 2017; \$500 million par value in 2016)	31	500
Adient - 3.5% due in 2024 (€1,000 million par value)	—	1,119
JCI plc - 1.375% due in 2025 (€423 million par value)	510	—
TIFSA - 1.375% due in 2025 (€58 million par value in 2017; €500 million par value in 2016)	70	571
JCI plc - 3.90% due in 2026 (\$698 million par value)	763	—
TIFSA - 3.90% due in 2026 (\$51 million par value in 2017; \$750 million par value in 2016)	53	824
Adient - 4.875% due in 2026 (\$900 million par value)	—	900
JCI plc - 6.00% due in 2036 (\$392 million par value)	388	—
JCI Inc. - 6.00% due in 2036 (\$8 million par value in 2017; \$400 million par value in 2016)	8	396
JCI plc - 5.70% due in 2041 (\$270 million par value)	269	—
JCI Inc. - 5.70% due in 2041 (\$30 million par value in 2017; \$300 million par value in 2016)	30	299
JCI plc - 5.25% due in 2042 (\$242 million par value)	242	—
JCI Inc. - 5.25% due in 2042 (\$8 million par value in 2017; \$250 million par value in 2016)	8	250
JCI plc - 4.625% due in 2044 (\$445 million par value)	441	—
JCI Inc. - 4.625% due in 2044 (\$6 million par value in 2017; \$450 million par value in 2016)	6	447
JCI plc - 5.125% due in 2045 (\$727 million par value)	872	—
TIFSA - 5.125% due in 2045 (\$23 million par value in 2017; \$750 million par value in 2016)	23	903
JCI plc - 6.95% due in 2046 (\$121 million par value)	121	—
JCI Inc. - 6.95% due in 2046 (\$4 million par value in 2017; \$125 million par value in 2016)	4	125
JCI plc - 4.50% due in 2047 (\$500 million par value)	495	—
JCI plc - 4.95% due in 2064 (\$435 million par value)	434	—
JCI Inc. - 4.95% due in 2064 (\$15 million par value in 2017; \$450 million par value in 2016)	15	449
TSarl - Term Loan A - LIBOR plus 1.50% due in 2020	3,700	4,000

Adient - Term Loan A - LIBOR plus 1.005% due in 2021	—	1,500
Capital lease obligations	19	24
Other foreign-denominated debt		
Euro	43	61
Japanese Yen	311	367
Other	47	39
Gross long-term debt	12,403	15,234
Less: current portion	394	628
Less: debt issuance costs	45	74
Less: current portion - liabilities held for sale	—	38
Less: long-term debt - noncurrent liabilities held for sale	—	3,441
Net long-term debt	<u>\$ 11,964</u>	<u>\$ 11,053</u>

At September 30, 2017, the Company's other foreign-denominated long-term debt was at fixed and floating rates with a weighted-average interest rate of 1.2%. At September 30, 2016, the Company's other foreign-denominated long-term debt was at fixed and floating rates with a weighted-average interest rate of 1.3%.

The installments of long-term debt maturing in subsequent fiscal years are: 2018 - \$394 million; 2019 - \$27 million; 2020 - \$4,201 million; 2021 - \$501 million; 2022 - \$804 million; 2023 and thereafter - \$6,476 million. The Company's long-term debt includes various financial covenants, none of which are expected to restrict future operations.

Total interest paid on both short and long-term debt for the fiscal years ended September 30, 2017, 2016 and 2015 was \$448 million, \$319 million and \$373 million, respectively. The Company uses financial instruments to manage its interest rate exposure (see Note 10, "Derivative Instruments and Hedging Activities," and Note 11, "Fair Value Measurements," of the notes to consolidated financial statements). These instruments affect the weighted average interest rate of the Company's debt and interest expense.

## Financing Arrangements

### *Debt Exchange*

In connection with the Tyco Merger, on December 28, 2016, the Company completed its offer to exchange all validly tendered and accepted notes of certain series (the "existing notes") issued by JCI Inc. or TIFSA, as applicable, each of which is a wholly owned subsidiary of the Company, for new notes (the "New Notes") to be issued by the Company, and the related solicitation of consents to amend the indentures governing the existing notes (the offers to exchange and the related consent solicitation together the "exchange offers"). Pursuant to the exchange offers, the Company exchanged approximately \$5.6 billion of \$6.0 billion in aggregate principal amount of dollar denominated notes and approximately 423 million euro of 500 million euro in aggregate principal amount of euro denominated notes. All validly tendered and accepted existing notes have been canceled. Immediately following such cancellation, \$380.9 million aggregate principal amount of existing notes (not including the TIFSA Euro Notes) remained outstanding across seventeen series of dollar-denominated existing notes and 77.4 million euro aggregate principal amount of TIFSA Euro Notes remained outstanding across one series. In connection with the settlement of the exchange offers, the New Notes were registered under the Securities Act of 1933 and their terms are described in the Company's Prospectus dated December 19, 2016, as filed with the SEC under Rule 424(b)(3) of the Act on that date. The issuance of the New Notes occurred on December 28, 2016. The new notes are unsecured and unsubordinated obligations of the Company and rank equally with all other unsecured and unsubordinated indebtedness of the Company issued from time to time.

### *Financing in connection with Tyco Merger*

Simultaneously with the closing of the Tyco Merger on September 2, 2016, TSarl borrowed \$4.0 billion under the Term Loan Credit Agreement dated as of March 10, 2016 with a syndicate of lenders, providing for a three and a half year senior unsecured term loan facility to finance the cash consideration for, and fees, expenses and costs incurred in connection with the Merger. During fiscal 2017, the Company partially repaid \$300 million of the \$4.0 billion floating rate term loan scheduled to expire in March 2020. As of September 30, 2017, the outstanding term loan balance was \$3.7 billion. In October 2017, the Company completed the previously announced sale of its Scott Safety business to 3M, and net cash proceeds from the transaction of \$1.9 billion were used to further repay a significant portion of the \$4.0 billion term loan.

### *Financing in connection with Adient spin-off*

In August 2016, Adient Global Holdings, Ltd. ("AGH"), a wholly-owned subsidiary of the Company, issued a one billion euro, 3.5% fixed rate, 8-year senior unsecured note scheduled to mature in August 2024. AGH also issued a \$900 million, 4.875%, 10-year senior unsecured note scheduled to mature in August 2026. The proceeds from the notes were deposited into escrow and released in connection with the spin-off. The notes were not guaranteed by the Company or any of its subsidiaries that are not subsidiaries of Adient following the spin-off. Approximately \$1.5 billion of the proceeds were distributed to the Company in connection with the spin-off and approximately \$500 million of the proceeds were used for Adient's general corporate purposes.

In July 2016, AGH entered into a 5-year, \$1.5 billion Term A loan facility and a 5-year, \$1.5 billion revolving credit facility scheduled to mature in July 2021. The term loan was fully drawn in August 2016. As of September 30, 2016, there were no draws on the revolving credit facility. Upon completion of the spin-off of Adient, AGH became a wholly-owned subsidiary of Adient. On the date of the spin-off, Adient and certain of its wholly-owned subsidiaries guaranteed the debt, and the guarantees of the Company were automatically released. The Company used the proceeds of the term loan to early repay its four tranches of euro-denominated floating rate credit facilities, totaling 390 million euro, that were outstanding as of September 30, 2016; three term loans of \$500 million, \$200 million and \$125 million that were entered into during fiscal 2016, plus accrued interest, and a \$90 million outstanding credit facility. The remainder of the proceeds were used for general corporate purposes.

### *Other financing arrangements*

In September 2017, the Company entered into a five-year 35 billion yen syndicated floating rate term loan scheduled to expire in September 2022. Proceeds from the loan were used for general corporate purposes.

In July 2017, the Company retired \$150 million in principal amount, plus accrued interest, of its 7.125% fixed rate notes that expired in July 2017.

In July 2017, the Company repurchased, at a discount, 4 million euro of its TIFSA 1.375% fixed rate notes, plus accrued interest, scheduled to mature in 2025.

In March 2017, the Company issued one billion euro in principal amount of 1.0% senior unsecured fixed rate notes due in fiscal 2023. Proceeds from the issuance were used to repay existing debt and for other general corporate purposes.

In March 2017, the Company retired \$46 million in principal amount, plus accrued interest, of its 2.355% fixed rate notes that expired in March 2017.

In March and February 2017, the Company repurchased, at a discount, 15 million euro of its TIFSA 1.375% fixed rate notes, plus accrued interest, scheduled to expire in 2025.

In February 2017, the Company issued \$500 million aggregate principal amount of 4.5% senior unsecured fixed rate notes due in fiscal 2047. Proceeds from the issuance were used to repay outstanding commercial paper borrowings and for other general corporate purposes.

In December 2016, the Company retired \$400 million in principal amount, plus accrued interest, of its 2.6% fixed rate notes that expired in December 2016.

In November 2016, the Company fully repaid its 37 billion yen syndicated floating rate term loan, plus accrued interest scheduled to expire in June 2020.



## Net Financing Charges

The Company's net financing charges line item in the consolidated statements of income for the years ended September 30, 2017, 2016 and 2015 contained the following components (in millions):

	Year Ended September 30,		
	2017	2016	2015
Interest expense, net of capitalized interest costs	\$ 466	\$ 293	\$ 275
Banking fees and bond cost amortization	67	30	21
Interest income	(19)	(12)	(7)
Net foreign exchange results for financing activities	(18)	(22)	(15)
Net financing charges	<u>\$ 496</u>	<u>\$ 289</u>	<u>\$ 274</u>

## 10. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company selectively uses derivative instruments to reduce market risk associated with changes in foreign currency, commodities, stock-based compensation liabilities and interest rates. Under Company policy, the use of derivatives is restricted to those intended for hedging purposes; the use of any derivative instrument for speculative purposes is strictly prohibited. A description of each type of derivative utilized by the Company to manage risk is included in the following paragraphs. In addition, refer to Note 11, "Fair Value Measurements," of the notes to consolidated financial statements for information related to the fair value measurements and valuation methods utilized by the Company for each derivative type.

### *Cash Flow Hedges*

The Company has global operations and participates in the foreign exchange markets to minimize its risk of loss from fluctuations in foreign currency exchange rates. The Company selectively hedges anticipated transactions that are subject to foreign exchange rate risk primarily using foreign currency exchange hedge contracts. The Company hedges 70% to 90% of the nominal amount of each of its known foreign exchange transactional exposures. As cash flow hedges under ASC 815, "Derivatives and Hedging," the effective portion of the hedge gains or losses due to changes in fair value are initially recorded as a component of AOCI and are subsequently reclassified into earnings when the hedged transactions occur and affect earnings. Any ineffective portion of the hedge is reflected in the consolidated statements of income. These contracts were highly effective in hedging the variability in future cash flows attributable to changes in currency exchange rates at September 30, 2017 and 2016.

The Company selectively hedges anticipated transactions that are subject to commodity price risk, primarily using commodity hedge contracts, to minimize overall price risk associated with the Company's purchases of lead, copper, tin, aluminum and polypropylene in cases where commodity price risk cannot be naturally offset or hedged through supply base fixed price contracts. Commodity risks are systematically managed pursuant to policy guidelines. As cash flow hedges, the effective portion of the hedge gains or losses due to changes in fair value are initially recorded as a component of AOCI and are subsequently reclassified into earnings when the hedged transactions, typically sales, occur and affect earnings. Any ineffective portion of the hedge is reflected in the consolidated statements of income. The maturities of the commodity hedge contracts coincide with the expected purchase of the commodities. These contracts were highly effective in hedging the variability in future cash flows attributable to changes in commodity prices at September 30, 2017 and 2016.

The Company had the following outstanding contracts to hedge forecasted commodity purchases:

Commodity	Units	Volume Outstanding as of	
		September 30, 2017	September 30, 2016
Copper	Metric Tons	1,962	2,653
Polypropylene	Metric Tons	19,563	—
Lead	Metric Tons	24,705	5,185
Aluminum	Metric Tons	2,169	2,620
Tin	Metric Tons	1,715	185

### *Fair Value Hedges*

The Company selectively uses interest rate swaps to reduce market risk associated with changes in interest rates for its fixed-rate bonds. As fair value hedges, the interest rate swaps and related debt balances are valued under a market approach using publicized swap curves. Changes in the fair value of the swap and hedged portion of the debt are recorded in the consolidated statements of income. In the third quarter of fiscal 2014, the Company entered into four fixed to floating interest rate swaps totaling \$400 million to hedge the coupon of its 2.6% notes that matured in December 2016, three fixed to floating interest rate swaps totaling \$300 million to hedge the coupon of its 1.4% notes maturing November 2017 and one fixed to floating interest rate swap totaling \$150 million to hedge the coupon of its 7.125% notes maturing in July 2017. In December 31, 2016, the remaining four outstanding interest rate swaps were terminated. The Company had no interest rate swaps outstanding at September 30, 2017. There were eight interest rate swaps outstanding as of September 30, 2016.

### *Net Investment Hedges*

The Company enters into foreign currency denominated debt obligations to selectively hedge portions of its net investment in non-U.S. subsidiaries. The currency effects of the debt obligations are reflected in the AOCI account within shareholders' equity attributable to Johnson Controls ordinary shareholders where they offset gains and losses recorded on the Company's net investments globally. At September 30, 2017, the Company had one billion euro, 423 million euro and 58 million euro bonds designated as net investment hedges in the Company's net investment in Europe and 35 billion yen of foreign denominated debt designated as net investment hedge in the Company's net investment in Japan. At September 30, 2016, the Company had 37 billion yen of foreign denominated debt designated as net investment hedge in the Company's net investment in Japan and one billion euro and 500 million euro bonds designated as net investment hedges in the Company's net investment in Europe.

### *Derivatives Not Designated as Hedging Instruments*

The Company selectively uses equity swaps to reduce market risk associated with certain of its stock-based compensation plans, such as its deferred compensation plans. These equity compensation liabilities increase as the Company's stock price increases and decrease as the Company's stock price decreases. In contrast, the value of the swap agreement moves in the opposite direction of these liabilities, allowing the Company to fix a portion of the liabilities at a stated amount. As of September 30, 2017, the Company hedged approximately 1.4 million of its ordinary shares, which have a cost basis of \$58 million. As of September 30, 2016 the Company had no equity swaps outstanding.

The Company also holds certain foreign currency forward contracts which do not qualify for hedge accounting treatment. The change in fair value of foreign currency exchange derivatives not designated as hedging instruments under ASC 815 are recorded in the consolidated statements of income.

## Fair Value of Derivative Instruments

The following table presents the location and fair values of derivative instruments and hedging activities included in the Company's consolidated statements of financial position (in millions):

	Derivatives and Hedging Activities Designated as Hedging Instruments under ASC 815		Derivatives and Hedging Activities Not Designated as Hedging Instruments under ASC 815	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Other current assets				
Foreign currency exchange derivatives	\$ 27	\$ 41	\$ —	\$ 49
Commodity derivatives	9	4	—	—
Other noncurrent assets				
Interest rate swaps	—	1	—	—
Equity swap	—	—	55	—
Total assets	<u>\$ 36</u>	<u>\$ 46</u>	<u>\$ 55</u>	<u>\$ 49</u>
Other current liabilities				
Foreign currency exchange derivatives	\$ 21	\$ 48	\$ 25	\$ 18
Commodity derivatives	1	—	—	—
Liabilities held for sale				
Foreign currency exchange derivatives	—	—	—	5
Current portion of long-term debt				
Fixed rate debt swapped to floating	—	551	—	—
Long-term debt				
Foreign currency denominated debt	2,058	938	—	—
Fixed rate debt swapped to floating	—	301	—	—
Noncurrent liabilities held for sale				
Foreign currency denominated debt	—	1,119	—	—
Total liabilities	<u>\$ 2,080</u>	<u>\$ 2,957</u>	<u>\$ 25</u>	<u>\$ 23</u>

## Counterparty Credit Risk

The use of derivative financial instruments exposes the Company to counterparty credit risk. The Company has established policies and procedures to limit the potential for counterparty credit risk, including establishing limits for credit exposure and continually assessing the creditworthiness of counterparties. As a matter of practice, the Company deals with major banks worldwide having strong investment grade long-term credit ratings. To further reduce the risk of loss, the Company generally enters into International Swaps and Derivatives Association ("ISDA") master netting agreements with substantially all of its counterparties. The Company's derivative contracts do not contain any credit risk related contingent features and do not require collateral or other security to be furnished by the Company or the counterparties. The Company's exposure to credit risk associated with its derivative instruments is measured on an individual counterparty basis, as well as by groups of counterparties that share similar attributes. The Company does not anticipate any non-performance by any of its counterparties, and the concentration of risk with financial institutions does not present significant credit risk to the Company.

The Company enters into ISDA master netting agreements with counterparties that permit the net settlement of amounts owed under the derivative contracts. The master netting agreements generally provide for net settlement of all outstanding contracts with a counterparty in the case of an event of default or a termination event. The Company has not elected to offset the fair value positions of the derivative contracts recorded in the consolidated statements of financial position. Collateral is generally not required of the Company or the counterparties under the master netting agreements. As of September 30, 2017 and 2016, no cash collateral was received or pledged under the master netting agreements.

The gross and net amounts of derivative assets and liabilities were as follows (in millions):

	Fair Value of Assets		Fair Value of Liabilities	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Gross amount recognized	\$ 91	\$ 95	\$ 2,105	\$ 2,980
Gross amount eligible for offsetting	(16)	(21)	(16)	(21)
Net amount	<u>\$ 75</u>	<u>\$ 74</u>	<u>\$ 2,089</u>	<u>\$ 2,959</u>

*Derivatives Impact on the Statements of Income and Statements of Comprehensive Income*

The following table presents the effective portion of pre-tax gains (losses) recorded in other comprehensive income (loss) related to cash flow hedges for the fiscal years ended September 30, 2017, 2016 and 2015 (in millions):

Derivatives in ASC 815 Cash Flow Hedging Relationships	Year Ended September 30,		
	2017	2016	2015
Foreign currency exchange derivatives	\$ (1)	\$ (18)	\$ (5)
Commodity derivatives	14	3	(19)
Total	<u>\$ 13</u>	<u>\$ (15)</u>	<u>\$ (24)</u>

The following table presents the location and amount of the effective portion of pre-tax gains (losses) on cash flow hedges reclassified from AOCI into the Company's consolidated statements of income for the fiscal years ended September 30, 2017, 2016 and 2015 (in millions):

Derivatives in ASC 815 Cash Flow Hedging Relationships	Location of Gain (Loss) Recognized in Income on Derivative	Year Ended September 30,		
		2017	2016	2015
Foreign currency exchange derivatives	Cost of sales	\$ 25	\$ 9	\$ 25
Foreign currency exchange derivatives	Income (loss) from discontinued operations	—	(30)	(24)
Commodity derivatives	Cost of sales	8	(12)	(11)
Forward treasury locks	Net financing charges	—	\$ 1	\$ 1
Total		<u>\$ 33</u>	<u>\$ (32)</u>	<u>\$ (9)</u>

The following table presents the location and amount of pre-tax gains (losses) on fair value hedges recognized in the Company's consolidated statements of income for the fiscal years ended September 30, 2017, 2016 and 2015 (in millions):

Derivatives in ASC 815 Fair Value Hedging Relationships	Location of Gain (Loss) Recognized in Income on Derivative	Year Ended September 30,		
		2017	2016	2015
Interest rate swap	Net financing charges	\$ (1)	\$ (5)	\$ 7
Fixed rate debt swapped to floating	Net financing charges	2	5	(7)
Total		<u>\$ 1</u>	<u>\$ —</u>	<u>\$ —</u>

The following table presents the location and amount of pre-tax gains (losses) on derivatives not designated as hedging instruments recognized in the Company's consolidated statements of income for the fiscal years ended September 30, 2017, 2016 and 2015 (in millions):

Derivatives Not Designated as Hedging Instruments under ASC 815	Location of Gain (Loss) Recognized in Income on Derivative	Year Ended September 30,		
		2017	2016	2015
Foreign currency exchange derivatives	Cost of sales	\$ (1)	\$ (20)	\$ 2
Foreign currency exchange derivatives	Net financing charges	44	21	(37)
Foreign currency exchange derivatives	Income tax provision	(3)	4	—
Foreign currency exchange derivatives	Income (loss) from discontinued operations	5	(30)	20
Equity swap	Selling, general and administrative	(3)	14	(9)
Total		<u>\$ 42</u>	<u>\$ (11)</u>	<u>\$ (24)</u>

The effective portion of pre-tax gains (losses) recorded in foreign currency translation adjustment ("CTA") within other comprehensive income (loss) related to net investment hedges were \$(138) million, \$(82) million and \$16 million for the years ended September 30, 2017, 2016 and 2015, respectively. For the years ended September 30, 2017, 2016 and 2015, no gains or

losses were reclassified from CTA into income for the Company's outstanding net investment hedges, and no gains or losses were recognized in income for the ineffective portion of cash flow hedges.

## 11. FAIR VALUE MEASUREMENTS

ASC 820, "Fair Value Measurement," defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also establishes a three-level fair value hierarchy that prioritizes information used in developing assumptions when pricing an asset or liability as follows:

*Level 1:* Observable inputs such as quoted prices in active markets for identical assets or liabilities;

*Level 2:* Quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and

*Level 3:* Unobservable inputs where there is little or no market data, which requires the reporting entity to develop its own assumptions.

ASC 820 requires the use of observable market data, when available, in making fair value measurements. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

### Recurring Fair Value Measurements

The following tables present the Company's fair value hierarchy for those assets and liabilities measured at fair value as of September 30, 2017 and 2016 (in millions):

	Fair Value Measurements Using:			
	Total as of September 30, 2017	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Other current assets				
Foreign currency exchange derivatives	\$ 27	\$ —	\$ 27	\$ —
Commodity derivatives	9	—	9	—
Exchange traded funds (fixed income) <sup>1</sup>	14	14	—	—
Other noncurrent assets				
Investments in marketable common stock	10	10	—	—
Deferred compensation plan assets	92	92	—	—
Exchange traded funds (fixed income) <sup>1</sup>	155	155	—	—
Exchange traded funds (equity) <sup>1</sup>	100	100	—	—
Equity swap	55	—	55	—
Total assets	<u>\$ 462</u>	<u>\$ 371</u>	<u>\$ 91</u>	<u>\$ —</u>
Other current liabilities				
Foreign currency exchange derivatives	\$ 46	\$ —	\$ 46	\$ —
Commodity derivatives	1	—	1	—
Total liabilities	<u>\$ 47</u>	<u>\$ —</u>	<u>\$ 47</u>	<u>\$ —</u>

	Fair Value Measurements Using:			
	Total as of September 30, 2016	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Other current assets				
Foreign currency exchange derivatives	\$ 90	\$ —	\$ 90	\$ —
Commodity derivatives	4	—	4	—
Exchange traded funds (fixed income) <sup>1</sup>	15	15	—	—
Other noncurrent assets				
Interest rate swaps	1	—	1	—
Investments in marketable common stock	3	3	—	—
Deferred compensation plan assets	81	81	—	—
Exchange traded funds (fixed income) <sup>1</sup>	163	163	—	—
Exchange traded funds (equity) <sup>1</sup>	86	86	—	—
Total assets	<u>\$ 443</u>	<u>\$ 348</u>	<u>\$ 95</u>	<u>\$ —</u>
Other current liabilities				
Foreign currency exchange derivatives	\$ 66	\$ —	\$ 66	\$ —
Liabilities held for sale				
Foreign currency exchange derivatives	5	—	5	—
Current portion of long-term debt				
Fixed rate debt swapped to floating	551	—	551	—
Long-term debt				
Fixed rate debt swapped to floating	301	—	301	—
Total liabilities	<u>\$ 923</u>	<u>\$ —</u>	<u>\$ 923</u>	<u>\$ —</u>

<sup>1</sup>Classified as restricted investments for payment of asbestos liabilities. See Note 23, "Commitments and Contingencies" of the notes to consolidated financial statements for further details.

## Valuation Methods

*Foreign currency exchange derivatives:* The foreign currency exchange derivatives are valued under a market approach using publicized spot and forward prices.

*Commodity derivatives:* The commodity derivatives are valued under a market approach using publicized prices, where available, or dealer quotes.

*Interest rate swaps and related debt:* The interest rate swaps and related debt balances are valued under a market approach using publicized swap curves.

*Equity swaps:* The equity swaps are valued under a market approach as the fair value of the swaps is equal to the Company's stock price at the reporting period date.

*Deferred compensation plan assets:* Assets held in the deferred compensation plans will be used to pay benefits under certain of the Company's non-qualified deferred compensation plans. The investments primarily consist of mutual funds which are publicly traded on stock exchanges and are valued using a market approach based on the quoted market prices.

*Investments in marketable common stock and exchange traded funds:* Investments in marketable common stock and exchange traded funds are valued using a market approach based on the quoted market prices, where available, or broker/dealer quotes of identical or comparable instruments. There was an unrealized gain recorded on these investments of \$5 million for the year ended September 30, 2017 within AOCI in the consolidated statements of financial position. There was an unrealized loss recorded on these investments of \$1 million for the year ended September 30, 2016 within AOCI in the consolidated statements of financial position.



The fair values of cash and cash equivalents, accounts receivable, short-term debt and accounts payable approximate their carrying values. The fair value of long-term debt was \$12.7 billion and \$15.7 billion at September 30, 2017 and 2016, respectively. The fair value of public debt was \$8.6 billion and \$9.7 billion at September 30, 2017 and September 30, 2016, respectively, which was determined primarily using market quotes classified as Level 1 inputs within the ASC 820 fair value hierarchy. The fair value of other long-term debt was \$4.1 billion and \$6.0 billion at September 30, 2017 and September 30, 2016, respectively, which was determined based on quoted market prices for similar instruments classified as Level 2 inputs within the ASC 820 fair value hierarchy.

## **12. STOCK-BASED COMPENSATION**

On September 2, 2016, the shareholders of the Company approved the Johnson Controls International plc 2012 Share and Incentive Plan (the "Plan"). The original effective date of this Plan was October 1, 2012. The Plan was amended and restated as of November 17, 2014 and was amended and restated again in connection with the Merger that was consummated on September 2, 2016 (the "Amendment Effective Date"). The amendment and restatement is intended to reflect the assumption into this Plan of the remaining share reserves under the Johnson Controls, Inc. 2012 Omnibus Incentive Plan and the Johnson Controls, Inc. 2003 Stock Plan for Outside Directors (the "Legacy Johnson Controls Plans") as of the Amendment Effective Date. Following the Amendment Effective Date, no further awards may be made under the Legacy Johnson Controls Plans. The types of awards authorized by the Plan comprise of stock options, stock appreciation rights, performance shares, performance units and other stock-based awards. The Compensation Committee of the Company's Board of Directors will determine the types of awards to be granted to individual participants and the terms and conditions of the awards. The Plan provides that 76 million shares of the Company's common stock are reserved for issuance under the 2012 Plan, and 41 million shares remain available for issuance at September 30, 2017.

Pursuant to the Merger Agreement, outstanding stock options held by Tyco employees on September 2, 2016 (the "Merger Date") were converted into options to acquire the Company's shares using a 0.955-for-one share consolidation ratio in a manner designed to preserve the intrinsic value of such awards. In addition, pursuant to the Merger Agreement, nonvested restricted stock held by Tyco employees on the Merger Date were converted into nonvested restricted stock of the Company using the 0.955-for-one share consolidation ratio in a manner designed to preserve the intrinsic value of such awards. Outstanding performance share awards held by Tyco employees on the Merger Date were converted to nonvested restricted stock of the Company at the target performance level, and adjusted to reflect the 0.955-for-one consolidation ratio. Except for the conversion of stock options, nonvested restricted stock and performance share awards discussed herein, the material terms of the awards remained unchanged. The modifications made to the awards upon the Merger Date constituted modifications under the authoritative guidance for accounting for stock compensation. This guidance requires the Company to revalue the awards upon the Merger close and allocate the revised fair value between purchase consideration and continuing expense based on the ratio of service performed through the Merger Date over the total service period of the awards. The revised fair value allocated to post-merger services resulted in incremental expense which is recognized over the remaining service period of the awards. The portion of Tyco awards earned as of the Merger Date included as purchase consideration was \$224 million. The total value of Tyco awards not earned as of the Merger Date was \$101 million, which will be expensed over the remaining future vesting period. Refer to Note 2, "Merger Transaction," of the notes to consolidated financial statements for further information regarding the Merger.

Pursuant to the Merger Agreement, outstanding stock options held by JCI Inc. employees on the Merger Date were converted one-for-one into options to acquire the Company's shares in a manner designed to preserve the intrinsic value of such awards. In addition, pursuant to the Merger Agreement, nonvested restricted stock held by JCI Inc. employees on the Merger Date was converted one-for-one into nonvested restricted stock of the Company in a manner designed to preserve the intrinsic value of such awards. Outstanding performance share awards held by JCI Inc. employees on the Merger Date were converted to nonvested restricted stock of the Company based on certain performance factors. Except for the conversion of stock options, nonvested restricted stock and performance share awards discussed herein, the material terms of the awards remained unchanged, and no incremental fair value resulted from the conversion. References to the Company's stock throughout Note 12 refer to stock of JCI Inc. prior to the Merger Date and to stock of the Company subsequent to the Merger Date.

In connection with the Adient spin-off, pursuant to the Employee Matters Agreement between the Company and Adient, outstanding stock options and SARs held on October 31, 2016 (the "Spin Date") by employees remaining with the Company were converted into options and SARs of the Company using a 1.085317-for-one share ratio, which is based on the pre-spin and post-spin closing prices of the Company's ordinary shares. The exercise prices for options and SARs were converted using the inverse ratio in a manner designed to preserve the intrinsic value of such awards. In addition, pursuant to the Employee Matters Agreement, nonvested restricted stock held on the Spin Date by employees remaining with the Company were converted into nonvested restricted stock of the Company using the 1.085317-for-one share ratio in a manner designed to preserve the intrinsic value of such awards. There were no performance share awards outstanding as of the Spin Date. Employees remaining with the Company did not receive stock-based compensation awards of Adient as a result of the spin-off. Except for the conversion of awards and related exercise prices

discussed herein, the material terms of the awards remained unchanged. No incremental fair value resulted from the conversion of the awards; therefore, no additional compensation expense was recorded related to the award modification.

Also in connection with the spin-off transaction, pursuant to the Employee Matters Agreement, employees of Adient were entitled to receive stock-based compensation awards of the Company and Adient in replacement of previously outstanding awards of the Company granted prior to the Spin Date. These awards include stock options, SARs and nonvested restricted stock. Upon the Spin Date, the existing awards held by Adient employees were converted into new awards of the Company and Adient on a pro rata basis and further adjusted based on a formula designed to preserve the intrinsic value of such awards. Additional compensation expense, if any, resulting from the modification of awards held by Adient employees is to be recorded by Adient.

The Company has four share-based compensation plans, which are described below. For the fiscal year ended September 30, 2017, compensation cost charged against income for continuing operations, excluding the offsetting impact of outstanding equity swaps, for those plans was approximately \$134 million, all of which was recorded in selling, general and administrative expenses. For the fiscal year ended September 30, 2016, compensation cost charged against income for continuing operations, excluding the offsetting impact of outstanding equity swaps, for those plans was approximately \$160 million, of which \$121 million was recorded in selling, general and administrative expenses and \$39 million was recorded in restructuring and impairment costs. For the fiscal year ended September 30, 2015, compensation cost charged against income for continuing operations, excluding the offsetting impact of outstanding equity swaps, for those plans was approximately \$69 million, all of which was recorded in selling, general and administrative expenses. The total income tax benefit recognized for continuing operations in the consolidated statements of income for share-based compensation arrangements was approximately \$53 million, \$56 million and \$28 million for the fiscal years ended September 30, 2017, 2016 and 2015, respectively. The Company applies a non-substantive vesting period approach whereby expense is accelerated for those employees that receive awards and are eligible to retire prior to the award vesting.

### Stock Options

Stock options are granted with an exercise price equal to the market price of the Company's stock at the date of grant. Stock option awards typically vest between two and three years after the grant date and expire ten years from the grant date.

The fair value of each option is estimated on the date of grant using a Black-Scholes option valuation model that uses the assumptions noted in the following table. The expected life of options represents the period of time that options granted are expected to be outstanding, assessed separately for executives and non-executives. The risk-free interest rate for periods during the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. For fiscal 2017, expected volatility is based on historical volatility of certain peer companies over the most recent period corresponding to the expected life as of the grant date. For fiscal 2016 and fiscal 2015, expected volatility is based on the historical volatility of the Company's stock and other factors. The expected dividend yield is based on the expected annual dividend as a percentage of the market value of the Company's ordinary shares as of the grant date. The Company uses historical data to estimate option exercises and employee terminations within the valuation model.

	Year Ended September 30,		
	2017	2016	2015
Expected life of option (years)	4.75 & 6.5	6.4	6.6
Risk-free interest rate	1.23% - 1.93%	1.64% - 1.70%	1.61% - 1.93%
Expected volatility of the Company's stock	24.60%	36.00%	36.00%
Expected dividend yield on the Company's stock	2.21%	2.11%	2.02%

A summary of stock option activity at September 30, 2017, and changes for the year then ended, is presented below:

	Weighted Average Option Price	Shares Subject to Option	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in millions)
Outstanding, September 30, 2016	\$ 32.07	22,332,233		
Spin conversion	31.02	1,547,096		
Granted	41.73	2,841,686		
Exercised	28.33	(5,919,790)		
Forfeited or expired	42.33	(1,070,782)		
Outstanding, September 30, 2017	\$ 32.76	19,730,443	4.9	\$ 187
Exercisable, September 30, 2017	\$ 33.16	15,054,034	4.0	\$ 180

The weighted-average grant-date fair value of options granted during the fiscal years ended September 30, 2017, 2016 and 2015 was \$7.81, \$13.14 and \$15.51, respectively.

The total intrinsic value of options exercised during the fiscal years ended September 30, 2017, 2016 and 2015 was approximately \$81 million, \$39 million and \$227 million, respectively.

In conjunction with the exercise of stock options granted, the Company received cash payments for the fiscal years ended September 30, 2017, 2016 and 2015 of approximately \$157 million, \$70 million and \$275 million, respectively.

The Company has elected to utilize the alternative transition method for calculating the tax effects of stock-based compensation. The alternative transition method includes computational guidance to establish the beginning balance of the additional paid-in capital pool ("APIC Pool") related to the tax effects of employee stock-based compensation, and a simplified method to determine the subsequent impact on the APIC Pool for employee stock-based compensation awards that are vested and outstanding upon adoption of ASC 718, "Compensation - Stock Compensation." The tax benefit from the exercise of stock options, which is recorded in capital in excess of par value, was \$4 million, \$11 million and \$59 million for the fiscal years ended September 30, 2017, 2016 and 2015, respectively. The Company does not settle stock options granted under share-based payment arrangements for cash.

At September 30, 2017, the Company had approximately \$21 million of total unrecognized compensation cost related to nonvested stock options granted for continuing operations. That cost is expected to be recognized over a weighted-average period of 1.9 years.

### Stock Appreciation Rights ("SARs")

SARs vest under the same terms and conditions as stock option awards; however, they are settled in cash for the difference between the market price on the date of exercise and the exercise price. As a result, SARs are recorded in the Company's consolidated statements of financial position as a liability until the date of exercise.

The fair value of each SAR award is estimated using a similar method described for stock options. The fair value of each SAR award is recalculated at the end of each reporting period and the liability and expense are adjusted based on the new fair value.

The assumptions used to determine the fair value of the SAR awards at September 30, 2017 were as follows:

Expected life of SAR (years)	0.5 - 5.5
Risk-free interest rate	1.06% - 1.98%
Expected volatility of the Company's stock	24.60%
Expected dividend yield on the Company's stock	2.21%

A summary of SAR activity at September 30, 2017, and changes for the year then ended, is presented below:

	Weighted Average SAR Price	Shares Subject to SAR	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in millions)
Outstanding, September 30, 2016	\$ 30.49	1,201,165		
Spin conversion	28.06	29,241		
Granted	41.73	15,693		
Exercised	29.62	(290,378)		
Forfeited or expired	39.17	(62,410)		
Outstanding, September 30, 2017	\$ 27.02	893,311	3.8	\$ 12
Exercisable, September 30, 2017	\$ 26.40	853,260	3.5	\$ 12

In conjunction with the exercise of SARs granted, the Company made payments of \$4 million, \$8 million and \$19 million during the fiscal years ended September 30, 2017, 2016 and 2015, respectively.

### Restricted (Nonvested) Stock

The Plan provides for the award of restricted stock or restricted stock units to certain employees. These awards are typically share settled unless the employee is a non-U.S. employee or elects to defer settlement until retirement at which point the award would be settled in cash. Restricted awards typically vest after three years from the grant date. The Plan allows for different vesting terms on specific grants with approval by the Board of Directors. The value of restricted awards is based on the closing market value of the Company's ordinary shares on the date of grant.

A summary of the status of the Company's nonvested restricted stock awards at September 30, 2017, and changes for the fiscal year then ended, is presented below:

	Weighted Average Price	Shares/Units Subject to Restriction
Nonvested, September 30, 2016	\$ 47.27	9,566,044
Spin conversion	43.88	482,312
Granted	41.66	1,773,465
Vested	40.83	(3,045,375)
Forfeited	44.53	(1,814,740)
Nonvested, September 30, 2017	\$ 44.48	6,961,706

At September 30, 2017, the Company had approximately \$101 million of total unrecognized compensation cost related to nonvested restricted stock arrangements granted for continuing operations. That cost is expected to be recognized over a weighted-average period of 1.7 years.

### Performance Share Awards

The Plan permits the grant of performance-based share unit ("PSU") awards. The PSUs are generally contingent on the achievement of pre-determined performance goals over a three-year performance period as well as on the award holder's continuous employment until the vesting date. The PSUs are also indexed to the achievement of specified levels of total shareholder return versus a peer group over the performance period. Each PSU that is earned will be settled with shares of the Company's ordinary shares following the completion of the performance period, unless the award holder elected to defer a portion or all of the award until retirement which would then be settled in cash.

The fair value of each PSU is estimated on the date of grant using a Monte Carlo simulation that uses the assumptions noted in the following table. The risk-free interest rate for periods during the contractual life of the PSU is based on the U.S. Treasury yield curve in effect at the time of grant. Expected volatility is based on historical volatility of certain peer companies over the most recent three-year period as of the grant date.

	Year Ended September 30, 2017
Risk-free interest rate	1.40%
Expected volatility of the Company's stock	21.00%

A summary of the status of the Company's nonvested PSUs at September 30, 2017, and changes for the fiscal year then ended, is presented below:

	Weighted Average Price	Shares/Units Subject to PSU
Nonvested, September 30, 2016	\$ —	—
Granted	43.43	1,259,342
Forfeited	44.98	(139,954)
Nonvested, September 30, 2017	<u>\$ 43.24</u>	<u>1,119,388</u>

### 13. EARNINGS PER SHARE

The Company presents both basic and diluted EPS amounts. Basic EPS is calculated by dividing net income attributable to Johnson Controls by the weighted average number of ordinary shares outstanding during the reporting period. Diluted EPS is calculated by dividing net income attributable to Johnson Controls by the weighted average number of ordinary shares and ordinary equivalent shares outstanding during the reporting period that are calculated using the treasury stock method for stock options, unvested restricted stock and unvested performance share awards. The treasury stock method assumes that the Company uses the proceeds from the exercise of stock option awards to repurchase ordinary shares at the average market price during the period. The assumed proceeds under the treasury stock method include the purchase price that the grantee will pay in the future, compensation cost for future service that the Company has not yet recognized and any windfall tax benefits that would be credited to capital in excess of par value when the award generates a tax deduction. If there would be a shortfall resulting in a charge to capital in excess of par value, such an amount would be a reduction of the proceeds. For unvested restricted stock and unvested performance share awards, assumed proceeds under the treasury stock method would include unamortized compensation cost and windfall tax benefits or shortfalls.

The following table reconciles the numerators and denominators used to calculate basic and diluted earnings per share (in millions):

	Year Ended September 30,		
	2017	2016	2015
<b>Income (Loss) Available to Ordinary Shareholders</b>			
Income from continuing operations	\$ 1,654	\$ 732	\$ 814
Income (loss) from discontinued operations	(43)	(1,600)	749
Basic and diluted income (loss) available to shareholders	<u>\$ 1,611</u>	<u>\$ (868)</u>	<u>\$ 1,563</u>
<b>Weighted Average Shares Outstanding</b>			
Basic weighted average shares outstanding	935.3	667.4	655.2
Effect of dilutive securities:			
Stock options, unvested restricted stock and unvested performance share awards	9.3	5.2	6.3
Diluted weighted average shares outstanding	<u>944.6</u>	<u>672.6</u>	<u>661.5</u>
<b>Antidilutive Securities</b>			
Options to purchase common shares	0.2	—	0.4

During the three months ended September 30, 2017 and 2016, the Company declared a dividend of \$0.25 and \$0.29, respectively, per share. During the twelve months ended September 30, 2017 and 2016, the Company declared four quarterly dividends totaling \$1.00 and \$1.16, respectively, per share.

#### 14. EQUITY AND NONCONTROLLING INTERESTS

##### *Share Capital*

In September 2016, as a result of the Tyco Merger and further discussed within Note 2, "Merger Transaction," of the notes to consolidated financial statements, each outstanding share of common stock, par value \$1.00 per share, of JCI Inc. common stock (other than shares held by JCI Inc., Tyco and certain of their subsidiaries) was converted into the right to receive either a cash consideration or a share consideration.

The shares outstanding as of the Merger date were calculated as follows (in millions, except share consolidation ratio and per share data):

Pre-merger Tyco shares outstanding	427.2
Share consolidation ratio	0.955
Post-share consolidation Tyco shares	408.0
Johnson Controls, Inc. shares outstanding	638.3
Cash contributed by Tyco used to purchase shares of Johnson Controls, Inc.	\$ 3,864
Johnson Controls, Inc. per share consideration	\$ 34.88
Reduction in shares due to cash consideration paid by Tyco	(110.8)
Adjusted Johnson Controls, Inc. shares outstanding (1:1 exchange ratio)	527.5
Shares outstanding at September 2, 2016	935.5
Par value	\$ 9

##### *Dividends*

The authority to declare and pay dividends is vested in the Board of Directors. The timing, declaration and payment of future dividends to holders of the Company's ordinary shares will be determined by the Company's Board of Directors and will depend upon many factors, including the Company's financial condition and results of operations, the capital requirements of the Company's businesses, industry practice and any other relevant factors.

Under Irish law, dividends may only be paid (and share repurchases and redemptions must generally be funded) out of "distributable reserves." The creation of distributable reserves was accomplished by way of a capital reduction, which the Irish High Court approved on December 18, 2014 and as acquired in conjunction with the Tyco Merger.

##### *Share Repurchase Program*

Following the Tyco Merger, the Company adopted, subject to the ongoing existence of sufficient distributable reserves, the existing Tyco International plc \$1 billion share repurchase program in September 2016. The share repurchase program does not have an expiration date and may be amended or terminated by the Board of Directors at any time without prior notice. During fiscal year 2017, the Company repurchased approximately \$651 million of its shares. As of September 30, 2017, approximately \$349 million remains available under the share repurchase program. There were no shares repurchased between the closing of the Merger and September 30, 2016. Prior to the Merger, during fiscal year 2016, the Company repurchased approximately \$501 million of its shares under JCI Inc.'s \$3.65 billion share repurchase program. During fiscal year 2015, the Company repurchased approximately \$1.4 billion of its common stock.



Other comprehensive income includes activity relating to discontinued operations. The following schedules present changes in consolidated equity attributable to Johnson Controls and noncontrolling interests (in millions, net of tax):

	Equity Attributable to Johnson Controls International plc	Equity Attributable to Noncontrolling Interests	Total Equity
At September 30, 2014	\$ 11,270	\$ 251	\$ 11,521
Total comprehensive income:			
Net income	1,563	65	1,628
Foreign currency translation adjustments	(799)	(3)	(802)
Realized and unrealized losses on derivatives	(11)	—	(11)
Pension and postretirement plans	(10)	—	(10)
Other comprehensive loss	(820)	(3)	(823)
Comprehensive income	743	62	805
Other changes in equity:			
Cash dividends - common stock (\$1.04 per share)	(681)	—	(681)
Dividends attributable to noncontrolling interests	—	(57)	(57)
Repurchases of common stock	(1,362)	—	(1,362)
Change in noncontrolling interest share	—	(93)	(93)
Other, including options exercised	365	—	365
At September 30, 2015	10,335	163	10,498
Total comprehensive income (loss):			
Net income (loss)	(868)	168	(700)
Foreign currency translation adjustments	(105)	9	(96)
Realized and unrealized gains (losses) on derivatives	11	(1)	10
Unrealized losses on marketable securities	(1)	—	(1)
Pension and postretirement plans	(1)	—	(1)
Other comprehensive income (loss)	(96)	8	(88)
Comprehensive income (loss)	(964)	176	(788)
Other changes in equity:			
Result of contribution of Johnson Controls, Inc. to Johnson Controls International plc	15,808	—	15,808
Cash dividends - common stock (\$1.16 per share)	(752)	—	(752)
Dividends attributable to noncontrolling interests	—	(93)	(93)
Repurchases of common stock	(501)	—	(501)
Change in noncontrolling interest share	—	726	726
Other, including options exercised	192	—	192
At September 30, 2016	24,118	972	25,090
Total comprehensive income (loss):			
Net income	1,611	164	1,775
Foreign currency translation adjustments	108	(18)	90
Realized and unrealized gains (losses) on derivatives	(14)	1	(13)
Realized and unrealized gains on marketable securities	5	—	5
Other comprehensive income (loss)	99	(17)	82
Comprehensive income	1,710	147	1,857
Other changes in equity:			
Cash dividends - ordinary shares (\$1.00 per share)	(938)	—	(938)
Dividends attributable to noncontrolling interests	—	(56)	(56)
Repurchases of ordinary shares	(651)	—	(651)
Change in noncontrolling interest share	—	(5)	(5)
Spin-off of Adient	(4,038)	(138)	(4,176)
Other, including options exercised	246	—	246
At September 30, 2017	\$ 20,447	\$ 920	\$ 21,367

The equity attributable to Johnson Controls International plc increased by \$15.8 billion as a result of the Tyco Merger in fiscal 2016. The increase is primarily due to an increase to equity of \$19.7 billion resulting from the total fair value of consideration transferred, partially offset by a decrease of \$3.9 billion resulting from cash contributed by Tyco used to purchase shares of Johnson Controls, Inc.

As previously disclosed, on October 31, 2016, the Company completed the Adient spin-off. As a result of the spin-off, the Company divested net assets of approximately \$4.0 billion.

As previously disclosed, on October 1, 2015, the Company formed a joint venture with Hitachi. In connection with the acquisition, the Company recorded equity attributable to noncontrolling interests of \$679 million. Also, in connection with the Tyco Merger, the Company recorded equity attributable to noncontrolling interests of \$34 million.

The Company consolidates certain subsidiaries in which the noncontrolling interest party has within their control the right to require the Company to redeem all or a portion of its interest in the subsidiary. The redeemable noncontrolling interests are reported at their estimated redemption value. Any adjustment to the redemption value impacts retained earnings but does not impact net income. Redeemable noncontrolling interests which are redeemable only upon future events, the occurrence of which is not currently probable, are recorded at carrying value.

The following schedules present changes in the redeemable noncontrolling interests (in millions):

	Year Ended September 30, 2017	Year Ended September 30, 2016	Year Ended September 30, 2015
Beginning balance, September 30	\$ 234	\$ 212	\$ 194
Net income	44	48	51
Foreign currency translation adjustments	13	2	(23)
Realized and unrealized gains (losses) on derivatives	(1)	(1)	1
Dividends	(43)	(27)	(11)
Spin-off of Adient	(36)	—	—
Ending balance, September 30	<u>\$ 211</u>	<u>\$ 234</u>	<u>\$ 212</u>

The following schedules present changes in AOCI attributable to Johnson Controls (in millions, net of tax):

	Year Ended September 30, 2017	Year Ended September 30, 2016	Year Ended September 30, 2015
<b>Foreign currency translation adjustments</b>			
Balance at beginning of period	\$ (1,152)	\$ (1,047)	\$ (248)
Aggregate adjustment for the period (net of tax effect of \$1, \$(43) and \$(44)) *	108	(105)	(799)
Adient spin-off impact (net of tax effect of \$0)	563	—	—
Balance at end of period	<u>(481)</u>	<u>(1,152)</u>	<u>(1,047)</u>
<b>Realized and unrealized gains (losses) on derivatives</b>			
Balance at beginning of period	4	(7)	4
Current period changes in fair value (net of tax effect of \$4, \$(5) and \$(7))	9	(10)	(17)
Reclassification to income (net of tax effect of \$(10), \$11 and \$(3)) **	(23)	21	6
Adient spin-off impact (net of tax effect of \$6)	16	—	—
Balance at end of period	<u>6</u>	<u>4</u>	<u>(7)</u>
<b>Realize and unrealized gains (losses) on marketable securities</b>			
Balance at beginning of period	(1)	—	—
Current period changes in fair value (net of tax effect of \$1, \$0 and \$0)	5	(1)	—
Balance at end of period	<u>4</u>	<u>(1)</u>	<u>—</u>
<b>Pension and postretirement plans</b>			
Balance at beginning of period	(4)	(3)	7
Reclassification to income (net of tax effect of \$0, \$0 and \$(3)) ***	—	(1)	(11)
Adient spin-off impact (net of tax effect of \$0)	2	—	—
Other changes (net of tax effect of \$0)	—	—	1
Balance at end of period	<u>(2)</u>	<u>(4)</u>	<u>(3)</u>
Accumulated other comprehensive loss, end of period	<u>\$ (473)</u>	<u>\$ (1,153)</u>	<u>\$ (1,057)</u>

\* During fiscal 2015, (\$19) million of cumulative CTA were recognized as part of the divestiture-related gain recognized within discontinued operations as a result of the divestiture of GWS.

\*\* Refer to Note 10, "Derivative Instruments and Hedging Activities," of the notes to consolidated financial statements for disclosure of the line items on the consolidated statements of income affected by reclassifications from AOCI into income related to derivatives.

\*\*\* Refer to Note 15, "Retirement Plans," of the notes to consolidated financial statements for disclosure of the components of the Company's net periodic benefit costs associated with its defined benefit pension and postretirement plans. For the year ended September 30, 2016 the amounts reclassified from AOCI into income for pension and postretirement plans were primarily recorded in selling, general and administrative expenses on the consolidated statements of income. For the year ended September 30, 2015 the amounts reclassified from AOCI into income for pension and postretirement plans were primarily recorded in selling, general and administrative expenses and income (loss) from discontinued operations, net of tax on the consolidated statements of income.

## **15. RETIREMENT PLANS**

### **Pension Benefits**

The Company has non-contributory defined benefit pension plans covering certain U.S. and non-U.S. employees. The benefits provided are primarily based on years of service and average compensation or a monthly retirement benefit amount. Certain of the Company's U.S. pension plans have been amended to prohibit new participants from entering the plans and no longer accrue benefits. Funding for U.S. pension plans equals or exceeds the minimum requirements of the Employee Retirement Income Security Act of 1974. Funding for non-U.S. plans observes the local legal and regulatory limits. Also, the Company makes contributions to union-trusted pension funds for construction and service personnel.

For pension plans with accumulated benefit obligations ("ABO") that exceed plan assets, the projected benefit obligation ("PBO"), ABO and fair value of plan assets of those plans were \$5,564 million, \$5,465 million and \$4,715 million, respectively, as of September 30, 2017 and \$7,124 million, \$6,966 million and \$5,234 million, respectively, as of September 30, 2016.

In fiscal 2017, total employer contributions to the defined benefit pension plans were \$342 million, of which \$49 million were voluntary contributions made by the Company. The Company expects to contribute approximately \$100 million in cash to its defined benefit pension plans in fiscal 2018. Projected benefit payments from the plans as of September 30, 2017 are estimated as follows (in millions):

2018	\$ 332
2019	329
2020	329
2021	330
2022	338
2023-2027	1,737

### **Postretirement Benefits**

The Company provides certain health care and life insurance benefits for eligible retirees and their dependents primarily in the U.S., Canada and Brazil. Most non-U.S. employees are covered by government sponsored programs, and the cost to the Company is not significant.

Eligibility for coverage is based on meeting certain years of service and retirement age qualifications. These benefits may be subject to deductibles, co-payment provisions and other limitations, and the Company has reserved the right to modify these benefits. Effective January 31, 1994, the Company modified certain U.S. salaried plans to place a limit on the Company's cost of future annual retiree medical benefits at no more than 150% of the 1993 cost.

The health care cost trend assumption does not have a significant effect on the amounts reported.

In fiscal 2017, total employer contributions to the postretirement plans were \$5 million. The Company expects to contribute approximately \$5 million in cash to its postretirement plans in fiscal 2018. Projected benefit payments from the plans as of September 30, 2017 are estimated as follows (in millions):

2018	\$	19
2019		19
2020		19
2021		19
2022		18
2023-2027		76

In December 2003, the U.S. Congress enacted the Medicare Prescription Drug, Improvement and Modernization Act of 2003 ("Act") for employers sponsoring postretirement care plans that provide prescription drug benefits. The Act introduces a prescription drug benefit under Medicare as well as a federal subsidy to sponsors of retiree health care benefit plans providing a benefit that is at least actuarially equivalent to Medicare Part D.1. Under the Act, the Medicare subsidy amount is received directly by the plan sponsor and not the related plan. Further, the plan sponsor is not required to use the subsidy amount to fund postretirement benefits and may use the subsidy for any valid business purpose. Projected subsidy receipts are estimated to be approximately \$2 million per year over the next ten years.

### **Savings and Investment Plans**

The Company sponsors various defined contribution savings plans that allow employees to contribute a portion of their pre-tax and/or after-tax income in accordance with plan specified guidelines. Under specified conditions, the Company will contribute to certain savings plans based on the employees' eligible pay and/or will match a percentage of the employee contributions up to certain limits. Matching contributions charged to expense for continuing and discontinued operations amounted to \$138 million, \$128 million and \$123 million for the fiscal years ended 2017, 2016 and 2015, respectively.

### **Multiemployer Benefit Plans**

The Company contributes to multiemployer benefit plans based on obligations arising from collective bargaining agreements related to certain of its hourly employees in the U.S. These plans provide retirement benefits to participants based on their service to contributing employers. The benefits are paid from assets held in trust for that purpose. The trustees typically are responsible for determining the level of benefits to be provided to participants as well as for such matters as the investment of the assets and the administration of the plans.

The risks of participating in these multiemployer benefit plans are different from single-employer benefit plans in the following aspects:

- Assets contributed to the multiemployer benefit plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the multiemployer benefit plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- If the Company stops participating in some of its multiemployer benefit plans, the Company may be required to pay those plans an amount based on its allocable share of the underfunded status of the plan, referred to as a withdrawal liability.

The Company participates in approximately 289 multiemployer benefit plans, primarily related to its Building Technologies & Solutions business in the U.S., none of which are individually significant to the Company. The number of employees covered by the Company's multiemployer benefit plans has remained consistent over the past three years, and there have been no significant changes that affect the comparability of fiscal 2017, 2016 and 2015 contributions. The Company recognizes expense for the contractually-required contribution for each period. The Company contributed \$67 million, \$46 million and \$45 million to multiemployer benefit plans in fiscal 2017, 2016 and 2015, respectively.

Based on the most recent information available, the Company believes that the present value of actuarial accrued liabilities in certain of these multiemployer benefit plans may exceed the value of the assets held in trust to pay benefits. Currently, the Company is not aware of any significant multiemployer benefits plans for which it is probable or reasonably possible that the Company will be obligated to make up any shortfall in funds. Moreover, if the Company were to exit certain markets or otherwise cease making

contributions to these funds, the Company could trigger a withdrawal liability. Currently, the Company is not aware of any multiemployer benefit plans for which it is probable or reasonably possible that the Company will have a significant withdrawal liability. Any accrual for a shortfall or withdrawal liability will be recorded when it is probable that a liability exists and it can be reasonably estimated.

### **Plan Assets**

The Company's investment policies employ an approach whereby a mix of equities, fixed income and alternative investments are used to maximize the long-term return of plan assets for a prudent level of risk. The investment portfolio primarily contains a diversified blend of equity and fixed income investments. Equity investments are diversified across U.S. and non-U.S. stocks, as well as growth, value and small to large capitalizations. Fixed income investments include corporate and government issues, with short-, mid- and long-term maturities, with a focus on investment grade when purchased and a target duration close to that of the plan liability. Investment and market risks are measured and monitored on an ongoing basis through regular investment portfolio reviews, annual liability measurements and periodic asset/liability studies. The majority of the real estate component of the portfolio is invested in a diversified portfolio of high-quality, operating properties with cash yields greater than the targeted appreciation. Investments in other alternative asset classes, including hedge funds and commodities, diversify the expected investment returns relative to the equity and fixed income investments. As a result of our diversification strategies, there are no significant concentrations of risk within the portfolio of investments.

The Company's actual asset allocations are in line with target allocations. The Company rebalances asset allocations as appropriate, in order to stay within a range of allocation for each asset category.

The expected return on plan assets is based on the Company's expectation of the long-term average rate of return of the capital markets in which the plans invest. The average market returns are adjusted, where appropriate, for active asset management returns. The expected return reflects the investment policy target asset mix and considers the historical returns earned for each asset category.

The Company's plan assets at September 30, 2017 and 2016, by asset category, are as follows (in millions):

Asset Category	Fair Value Measurements Using:			
	Total as of September 30, 2017	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b><u>U.S. Pension</u></b>				
<b>Cash and Cash Equivalents</b>	\$ 70	\$ 2	\$ 68	\$ —
<b>Equity Securities</b>				
Large-Cap	652	375	277	—
Small-Cap	281	281	—	—
International - Developed	649	569	80	—
International - Emerging	51	24	27	—
<b>Fixed Income Securities</b>				
Government	270	243	27	—
Corporate/Other	917	851	66	—
Total Investments in the Fair Value Hierarchy	2,890	\$ 2,345	\$ 545	\$ —
Investments Measured at Net Asset Value, as Practical Expedient:				
<b>Real Estate Investments Measured at Net Asset Value*</b>	275			
Total Plan Assets	\$ 3,165			
<b><u>Non-U.S. Pension</u></b>				
<b>Cash and Cash Equivalents</b>	\$ 55	\$ 45	\$ 10	\$ —
<b>Equity Securities</b>				
Large-Cap	242	18	224	—
Mid-Cap	2	2	—	—
International - Developed	517	58	459	—
International - Emerging	13	—	13	—
<b>Fixed Income Securities</b>				
Government	618	74	544	—
Corporate/Other	569	292	277	—
<b>Hedge Fund</b>	112	—	112	—
<b>Real Estate</b>	24	24	—	—
Total Investments in the Fair Value Hierarchy	2,152	\$ 513	\$ 1,639	\$ —
Investments Measured at Net Asset Value, as Practical Expedient:				
<b>Real Estate Investments Measured at Net Asset Value*</b>	29			
Total Plan Assets	\$ 2,181			
<b><u>Postretirement</u></b>				
<b>Cash and Cash Equivalents</b>	\$ 3	\$ —	\$ 3	\$ —
<b>Equity Securities</b>				
Large-Cap	28	—	28	—
Small-Cap	9	—	9	—
International - Developed	21	—	21	—
International - Emerging	11	—	11	—
<b>Fixed Income Securities</b>				
Government	21	—	21	—
Corporate/Other	59	—	59	—
<b>Commodities</b>	15	—	15	—
<b>Real Estate</b>	10	—	10	—
Total Plan Assets	\$ 177	\$ —	\$ 177	\$ —



Asset Category	Fair Value Measurements Using:			
	Total as of September 30, 2016	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b><u>U.S. Pension</u></b>				
<b>Cash and Cash Equivalents</b>	\$ 38	\$ 38	\$ —	\$ —
<b>Equity Securities</b>				
Large-Cap	692	499	193	—
Small-Cap	267	252	15	—
International - Developed	655	566	89	—
<b>Fixed Income Securities</b>				
Government	345	280	65	—
Corporate/Other	950	633	317	—
Total Investments in the Fair Value Hierarchy	2,947	\$ 2,268	\$ 679	\$ —
Investments Measured at Net Asset Value, as Practical Expedient:				
<b>Real Estate Investments Measured at Net Asset Value*</b>	346			
Total Plan Assets	\$ 3,293			
<b><u>Non-U.S. Pension</u></b>				
<b>Cash and Cash Equivalents</b>	\$ 90	\$ 59	\$ 31	\$ —
<b>Equity Securities</b>				
Large-Cap	317	22	295	—
International - Developed	453	52	401	—
International - Emerging	19	—	19	—
<b>Fixed Income Securities</b>				
Government	864	164	700	—
Corporate/Other	561	300	261	—
<b>Hedge Fund</b>	169	—	169	—
<b>Real Estate</b>	11	11	—	—
Total Investments in the Fair Value Hierarchy	2,484	\$ 608	\$ 1,876	\$ —
Investments Measured at Net Asset Value, as Practical Expedient:				
<b>Real Estate Investments Measured at Net Asset Value*</b>	52			
Total Plan Assets	\$ 2,536			
<b><u>Postretirement</u></b>				
<b>Cash and Cash Equivalents</b>	\$ 7	\$ —	\$ 7	\$ —
<b>Equity Securities</b>				
Large-Cap	31	—	31	—
Small-Cap	10	—	10	—
International - Developed	23	—	23	—
International - Emerging	12	—	12	—
<b>Fixed Income Securities</b>				
Government	23	—	23	—
Corporate/Other	65	—	65	—
<b>Commodities</b>	12	—	12	—
<b>Real Estate</b>	13	—	13	—
Total Plan Assets	\$ 196	\$ —	\$ 196	\$ —

\* The fair value of certain investments in real estate do not have a readily determinable fair value and requires the fund managers to independently arrive at fair value by calculating net asset value ("NAV") per share. In order to calculate NAV per share, the fund managers value the real estate investments using any one, or a combination of, the following methods: independent third party appraisals, discounted cash flow analysis of net cash flows projected to be generated by the investment and recent sales of comparable investments. Assumptions used to revalue the properties are updated every quarter. Due to the fact that the fund managers calculate NAV per share, the Company utilizes a practical expedient for measuring the fair value of its real-estate investments, as provided for under ASC 820, "Fair Value Measurement." In applying the practical expedient, the Company is not required to further adjust the NAV provided by the fund manager in order to determine the fair value of its investment as the NAV per share is calculated in a manner consistent with the measurement principles of ASC 946, "Financial Services - Investment Companies," and as of the Company's measurement date. The Company believes this is an appropriate methodology to obtain the fair value of these assets. For the component of the real estate portfolio under development, the investments are carried at cost until they are completed and valued by a third party appraiser. In accordance with ASU No. 2015-07, "Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)," investments for which fair value is measured using the net asset value per share practical expedient should be disclosed separate from the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of total plan assets to the amounts presented in the notes to consolidated financial statements.

The following is a description of the valuation methodologies used for assets measured at fair value. Certain assets are held within commingled funds which are valued at the unitized NAV or percentage of the net asset value as determined by the manager of the fund. These values are based on the fair value of the underlying net assets owned by the fund.

*Cash and Cash Equivalents:* The fair value of cash is valued at cost.

*Equity Securities:* The fair value of equity securities is determined by direct quoted market prices. The underlying holdings are direct quoted market prices on regulated financial exchanges.

*Fixed Income Securities:* The fair value of fixed income securities is determined by direct or indirect quoted market prices. If indirect quoted market prices are utilized, the value of assets held in separate accounts is not published, but the investment managers report daily the underlying holdings. The underlying holdings are direct quoted market prices on regulated financial exchanges.

*Commodities:* The fair value of the commodities is determined by quoted market prices of the underlying holdings on regulated financial exchanges.

*Hedge Funds:* The fair value of hedge funds is accounted for by the custodian. The custodian obtains valuations from underlying managers based on market quotes for the most liquid assets and alternative methods for assets that do not have sufficient trading activity to derive prices. The Company and custodian review the methods used by the underlying managers to value the assets. The Company believes this is an appropriate methodology to obtain the fair value of these assets.

*Real Estate:* The fair value of Real Estate Investment Trusts ("REITs") is recorded as Level 1 as these securities are traded on an open exchange.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

There were no Level 3 assets as of September 30, 2017 or 2016 or any Level 3 asset activity during fiscal 2017 or 2016.

## Funded Status

The table that follows contains the ABO and reconciliations of the changes in the PBO, the changes in plan assets and the funded status (in millions):

September 30,	Pension Benefits				Postretirement Benefits	
	U.S. Plans		Non-U.S. Plans			
	2017	2016	2017	2016	2017	2016
<b>Accumulated Benefit Obligation</b>	<u>\$ 3,382</u>	<u>\$ 4,118</u>	<u>\$ 2,618</u>	<u>\$ 3,359</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Change in Projected Benefit Obligation</b>						
Projected benefit obligation at beginning of year	4,169	3,022	3,522	1,447	242	211
Service cost	18	16	32	30	2	2
Interest cost	113	104	48	44	6	6
Plan participant contributions	—	—	3	1	4	6
Benefit obligations assumed in Tyco acquisition	—	974	—	1,635	—	30
Other acquisitions	—	—	—	279	—	2
Adient spin-off impact	(18)	—	(619)	—	(17)	—
Actuarial (gain) loss	(131)	355	(194)	295	(1)	5
Benefits and settlements paid	(732)	(301)	(116)	(116)	(25)	(22)
Estimated subsidy received	—	—	—	—	2	1
Curtailment	—	—	(19)	—	—	—
Other	—	(1)	(2)	(1)	—	1
Currency translation adjustment	—	—	66	(92)	1	—
Projected benefit obligation at end of year	<u>\$ 3,419</u>	<u>\$ 4,169</u>	<u>\$ 2,721</u>	<u>\$ 3,522</u>	<u>\$ 214</u>	<u>\$ 242</u>
<b>Change in Plan Assets</b>						
Fair value of plan assets at beginning of year	\$ 3,293	\$ 2,606	\$ 2,536	\$ 1,177	\$ 196	\$ 194
Actual return on plan assets	334	267	94	113	14	17
Plan assets acquired in Tyco acquisition	—	705	—	1,149	—	—
Other acquisitions	—	—	—	180	—	—
Adient spin-off impact	(16)	—	(440)	—	(13)	—
Employer and employee contributions	286	16	59	121	5	7
Benefits paid	(394)	(124)	(86)	(59)	(25)	(22)
Settlement payments	(338)	(177)	(30)	(57)	—	—
Other	—	—	(2)	—	—	—
Currency translation adjustment	—	—	50	(88)	—	—
Fair value of plan assets at end of year	<u>\$ 3,165</u>	<u>\$ 3,293</u>	<u>\$ 2,181</u>	<u>\$ 2,536</u>	<u>\$ 177</u>	<u>\$ 196</u>
Funded status	<u>\$ (254)</u>	<u>\$ (876)</u>	<u>\$ (540)</u>	<u>\$ (986)</u>	<u>\$ (37)</u>	<u>\$ (46)</u>
Amounts recognized in the statement of financial position consist of:						
Prepaid benefit cost - continuing operations	\$ 46	\$ 21	\$ 27	\$ 25	\$ 64	\$ 53
Prepaid benefit cost - discontinued operations	—	1	—	7	—	—
Accrued benefit liability - continuing operations	(300)	(896)	(567)	(832)	(101)	(95)
Accrued benefit liability - discontinued operations	—	(2)	—	(186)	—	(4)
Net amount recognized	<u>\$ (254)</u>	<u>\$ (876)</u>	<u>\$ (540)</u>	<u>\$ (986)</u>	<u>\$ (37)</u>	<u>\$ (46)</u>
<b>Weighted Average Assumptions (1)</b>						
Discount rate (2)	3.80%	3.70%	2.40%	1.90%	3.70%	3.30%
Rate of compensation increase	3.20%	3.20%	2.90%	2.75%	NA	NA

- (1) Plan assets and obligations are determined based on a September 30 measurement date at September 30, 2017 and 2016.
- (2) The Company considers the expected benefit payments on a plan-by-plan basis when setting assumed discount rates. As a result, the Company uses different discount rates for each plan depending on the plan jurisdiction, the demographics of participants and the expected timing of benefit payments. For the U.S. pension and postretirement plans, the Company uses a discount rate provided by an independent third party calculated based on an appropriate mix of high quality bonds. For the non-U.S. pension and postretirement plans, the Company consistently uses the relevant country specific benchmark indices for determining the various discount rates. The Company has elected to utilize a full yield curve approach in the estimation of service and interest components of net periodic benefit cost (credit) for pension and other postretirement for plans that utilize a yield curve approach. The full yield curve approach applies the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows.

### Accumulated Other Comprehensive Income

The amounts in AOCI on the consolidated statements of financial position, exclusive of tax impacts, that have not yet been recognized as components of net periodic benefit cost at September 30, 2017 and 2016 related to pension and postretirement benefits are not significant.

The amounts in AOCI expected to be recognized as components of net periodic benefit cost (credit) over the next fiscal related to pension and postretirement benefits are not significant.

### Net Periodic Benefit Cost

The table that follows contains the components of net periodic benefit cost (in millions):

Year ended September 30,	Pension Benefits						Postretirement Benefits		
	U.S. Plans			Non-U.S. Plans					
	2017	2016	2015	2017	2016	2015	2017	2016	2015
<b>Components of Net Periodic Benefit Cost (Credit):</b>									
Service cost	\$ 18	\$ 16	\$ 31	\$ 32	\$ 30	\$ 32	\$ 2	\$ 2	\$ 3
Interest cost	113	104	122	48	44	57	6	6	9
Expected return on plan assets	(229)	(191)	(181)	(92)	(61)	(71)	(10)	(10)	(12)
Net actuarial (gain) loss	(220)	268	387	(195)	237	14	(5)	(2)	21
Amortization of prior service cost (credit)	—	—	—	—	1	(1)	—	(1)	(1)
Curtailment gain	—	—	—	(19)	—	(15)	—	—	—
Settlement (gain) loss	(16)	11	1	(1)	6	—	—	—	—
Net periodic benefit cost (credit)	(334)	208	360	(227)	257	16	(7)	(5)	20
Net periodic benefit (cost) credit related to discontinued operations	—	(1)	(1)	—	(111)	1	—	(1)	(1)
Net periodic benefit cost (credit) included in continuing operations	<u>\$ (334)</u>	<u>\$ 207</u>	<u>\$ 359</u>	<u>\$ (227)</u>	<u>\$ 146</u>	<u>\$ 17</u>	<u>\$ (7)</u>	<u>\$ (6)</u>	<u>\$ 19</u>
<b>Expense Assumptions:</b>									
Discount rate	3.70%	4.40%	4.35%	1.90%	3.10%	3.00%	3.30%	3.75%	4.35%
Expected return on plan assets	7.50%	7.50%	7.50%	4.60%	4.50%	4.50%	5.60%	5.45%	5.75%
Rate of compensation increase	3.20%	3.25%	3.25%	2.65%	3.30%	2.60%	NA	NA	NA

## 16. SIGNIFICANT RESTRUCTURING AND IMPAIRMENT COSTS

To better align its resources with its growth strategies and reduce the cost structure of its global operations in certain underlying markets, the Company commits to restructuring plans as necessary.

In fiscal 2017, the Company committed to a significant restructuring plan (2017 Plan) and recorded \$367 million of restructuring and impairment costs in the consolidated statements of income. This is the total amount incurred to date and the total amount expected to be incurred for this restructuring plan. The restructuring actions related to cost reduction initiatives in the Company's Building Technologies & Solutions and Power Solutions businesses and at Corporate. The costs consist primarily of workforce reductions, plant closures and asset impairments. Of the restructuring and impairment costs recorded, \$166 million related to Corporate, \$74 million related to the Building Solutions EMEA/LA segment, \$59 million related to the Building Solutions North America segment, \$32 million related to the Global Products segment, \$20 million related to the Power Solutions segment and \$16 million related to the Building Solutions Asia Pacific segment. The restructuring actions are expected to be substantially complete in fiscal 2018.

The following table summarizes the changes in the Company's 2017 Plan reserve, included within other current liabilities in the consolidated statements of financial position (in millions):

	Employee Severance and Termination Benefits	Long-Lived Asset Impairments	Other	Currency Translation	Total
Original Reserve	\$ 276	\$ 77	\$ 14	\$ —	\$ 367
Utilized—cash	(75)	—	—	—	(75)
Utilized—noncash	—	(77)	(1)	—	(78)
Adjustment to restructuring reserves	25	—	—	—	25
Balance at September 30, 2017	<u>\$ 226</u>	<u>\$ —</u>	<u>\$ 13</u>	<u>\$ —</u>	<u>\$ 239</u>

In fiscal 2016, the Company committed to a significant restructuring plan (2016 Plan) and recorded \$288 million of restructuring and impairment costs in the consolidated statements of income. The restructuring actions related to cost reduction initiatives in the Company's Building Technologies & Solutions and Power Solutions businesses and at Corporate. The costs consist primarily of workforce reductions, plant closures, asset impairments and change-in-control payments. Of the restructuring and impairment costs recorded, \$161 million related to Corporate, \$66 million related to the Power Solutions segment, \$44 million related to the Global Products segment and \$17 million related to the Building Solutions EMEA/LA segment. The restructuring actions are expected to be substantially complete in fiscal 2018. Included in the reserve is \$56 million of committed restructuring actions taken by Tyco for liabilities assumed as part of the Tyco acquisition.

Additionally, the Company recorded \$332 million of restructuring and impairment costs within discontinued operations related to Adient in fiscal 2016.

The following table summarizes the changes in the Company's 2016 Plan reserve, included within other current liabilities in the consolidated statements of financial position (in millions):

	Employee Severance and Termination Benefits	Long-Lived Asset Impairments	Other	Currency Translation	Total
Original Reserve	\$ 368	\$ 190	\$ 62	\$ —	\$ 620
Acquired Tyco restructuring reserves	78	—	—	—	78
Utilized—cash	(32)	—	—	—	(32)
Utilized—noncash	—	(190)	(32)	1	(221)
Balance at September 30, 2016	\$ 414	\$ —	\$ 30	\$ 1	\$ 445
Adient spin-off impact	(194)	—	(22)	—	(216)
Utilized—cash	(86)	—	(2)	—	(88)
Utilized—noncash	—	—	—	1	1
Adjustment to restructuring reserves	(25)	—	—	—	(25)
Transfer to liabilities held for sale	(3)	—	—	—	(3)
Adjustment to acquired Tyco restructuring reserves	(22)	—	—	—	(22)
Balance at September 30, 2017	<u>\$ 84</u>	<u>\$ —</u>	<u>\$ 6</u>	<u>\$ 2</u>	<u>\$ 92</u>

The Company's fiscal 2017 and 2016 restructuring plans included workforce reductions of approximately 6,100 employees (4,800 for the Building Technologies & Solutions business, 1,200 for Corporate and 100 for Power Solutions). Restructuring charges associated with employee severance and termination benefits are paid over the severance period granted to each employee or on a lump sum basis in accordance with individual severance agreements. As of September 30, 2017, approximately 1,600 of the employees have been separated from the Company pursuant to the restructuring plans. In addition, the restructuring plans included ten plant closures in the Building Technologies & Solutions business. As of September 30, 2017, four of the ten plants have been closed.

Company management closely monitors its overall cost structure and continually analyzes each of its businesses for opportunities to consolidate current operations, improve operating efficiencies and locate facilities in close proximity to customers. This ongoing analysis includes a review of its manufacturing, engineering and purchasing operations, as well as the overall global footprint for all its businesses.

## 17. IMPAIRMENT OF LONG-LIVED ASSETS

The Company reviews long-lived assets, including tangible assets and other intangible assets with definitive lives, for impairment whenever events or changes in circumstances indicate that the asset's carrying amount may not be recoverable. The Company conducts its long-lived asset impairment analyses in accordance with ASC 360-10-15, "Impairment or Disposal of Long-Lived Assets" and ASC 985-20, "Costs of software to be sold, leased, or marketed." ASC 360-10-15 requires the Company to group assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluate the asset group against the sum of the undiscounted future cash flows. If the undiscounted cash flows do not indicate the carrying amount of the asset is recoverable, an impairment charge is measured as the amount by which the carrying amount of the asset group exceeds its fair value based on discounted cash flow analysis or appraisals. ASC 985-20 requires the unamortized capitalized costs of a computer software product be compared to the net realizable value of that product. The amount by which the unamortized capitalized costs of a computer software product exceed the net realizable value of that asset shall be written off.

In fiscal 2017, the Company concluded it had triggering events requiring assessment of impairment for certain of its long-lived assets in conjunction with its restructuring actions announced in fiscal 2017. As a result, the Company reviewed the long-lived assets for impairment and recorded \$77 million of asset impairment charges within restructuring and impairment costs on the consolidated statements of income. Of the total impairment charges, \$30 million related to the Building Solutions North America segment, \$20 million related to the Global Products segment, \$19 million related to Corporate assets, \$7 million related to the Power Solutions segment and \$1 million related to the Building Solutions Asia Pacific segment. Refer to Note 16, "Significant



Restructuring and Impairment Costs," of the notes to consolidated financial statements for additional information. The impairments were measured, depending on the asset, under either an income approach utilizing forecasted discounted cash flows or a market approach utilizing an appraisal to determine fair values of the impaired assets. These methods are consistent with the methods the Company employed in prior periods to value other long-lived assets. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement."

In the second, third and fourth quarters of fiscal 2016, the Company concluded it had triggering events requiring assessment of impairment for certain of its long-lived assets in conjunction with its restructuring actions announced in fiscal 2016. As a result, the Company reviewed the long-lived assets for impairment and recorded \$103 million of asset impairment charges within restructuring and impairment costs on the consolidated statements of income. Of the total impairment charges, \$64 million related to the Power Solutions segment, \$24 million related to Corporate assets, \$8 million related to the Global Products segment, \$4 million related to the Building Solutions Asia Pacific segment and \$3 million related to the Building Solutions EMEA/LA segment. In addition, the Company recorded \$87 million of asset impairments within discontinued operations related to Adient in fiscal 2016. Refer to Note 16, "Significant Restructuring and Impairment Costs," of the notes to consolidated financial statements for additional information. The impairments were measured, depending on the asset, under either an income approach utilizing forecasted discounted cash flows or a market approach utilizing an appraisal to determine fair values of the impaired assets. These methods are consistent with the methods the Company employed in prior periods to value other long-lived assets. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement."

In the fourth quarter of fiscal 2015, the Company concluded it had triggering events requiring assessment of impairment for certain of its long-lived assets in conjunction with its announced restructuring actions and the intention to spin-off the Automotive Experience business. As a result, the Company reviewed the long-lived assets for impairment and recorded a \$156 million impairment charge within restructuring and impairment costs on the consolidated statements of income. Of the total impairment charge, \$139 million related to Corporate assets, \$16 million related to the Building Solutions EMEA/LA segment and \$1 million related to the Building Solutions North America segment. In addition, the Company recorded \$27 million of asset impairments within discontinued operations related to Adient in fiscal 2015. Refer to Note 16, "Significant Restructuring and Impairment Costs," of the notes to consolidated financial statements for additional information. The impairment was measured, depending on the asset, either under an income approach utilizing forecasted discounted cash flows or a market approach utilizing an appraisal to determine fair values of the impaired assets. These methods are consistent with the methods the Company employed in prior periods to value other long-lived assets. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement."

At September 30, 2017, 2016 and 2015, the Company concluded it did not have any other triggering events requiring assessment of impairment of its long-lived assets. Refer to Note 1, "Summary of Significant Accounting Policies," of the notes to consolidated financial statements for discussion of the Company's goodwill impairment testing.

## 18. INCOME TAXES

The more significant components of the Company's income tax provision from continuing operations are as follows (in millions):

	Year Ended September 30,		
	2017	2016	2015
Tax expense at federal statutory rate	\$ 895	\$ 371	\$ 326
State income taxes, net of federal benefit	23	(6)	(6)
Foreign income tax expense at different rates and foreign losses without tax benefits	(309)	(122)	(175)
U.S. tax on foreign income	(407)	(194)	39
Reserve and valuation allowance adjustments	(164)	—	(99)
U.S. credits and incentives	(3)	(14)	(7)
Impact of acquisitions and divestitures	571	163	—
Restructuring and impairment costs	65	28	—
Other	34	(29)	(7)
Income tax provision	<u>\$ 705</u>	<u>\$ 197</u>	<u>\$ 71</u>

The U.S. federal statutory tax rate is being used as a comparison since the Company was a U.S. domiciled company in fiscal 2015 and 11 months of 2016 and due to the Company's current legal entity structure. The effective rate is below the U.S. statutory rate for fiscal 2017 primarily due to the benefits of continuing global tax planning initiatives, non-U.S. tax rate differentials, tax audit closures, and a tax benefit due to changes in entity tax status, partially offset by the jurisdictional mix of significant restructuring and impairment costs, Tyco Merger transaction / integration costs and the establishment of a deferred tax liability on the outside basis difference of the Company's investment in certain subsidiaries related to the divestiture of the Scott Safety business. The effective rate is below the U.S. statutory rate for fiscal 2016 primarily due to the benefits of continuing global tax planning initiatives and foreign tax rate differentials, partially offset by the jurisdictional mix of restructuring and impairment costs, and the tax impacts of the Merger and integration related costs. The effective rate is below the U.S. statutory rate for fiscal 2015 primarily due to the benefits of continuing global tax planning initiatives, income in certain non-U.S. jurisdictions with a tax rate lower than the U.S. statutory tax rate and adjustments due to tax audit resolutions.

### ***Valuation Allowances***

The Company reviews the realizability of its deferred tax asset valuation allowances on a quarterly basis, or whenever events or changes in circumstances indicate that a review is required. In determining the requirement for a valuation allowance, the historical and projected financial results of the legal entity or consolidated group recording the net deferred tax asset are considered, along with any other positive or negative evidence. Since future financial results may differ from previous estimates, periodic adjustments to the Company's valuation allowances may be necessary.

In the fourth quarter of fiscal 2017, the Company performed an analysis related to the realizability of its worldwide deferred tax assets. As a result, and after considering tax planning initiatives and other positive and negative evidence, the Company determined that it was more likely than not that certain deferred tax assets primarily in Canada, China and Mexico would not be able to be realized, and it was more likely than not that certain deferred tax assets in Germany would be realized. Therefore, the Company recorded \$27 million of net valuation allowances as income tax expense in the three month period ended September 30, 2017.

As a result of the Tyco Merger in the fourth quarter of fiscal 2016, the Company recorded as part of the acquired liabilities of Tyco \$2.4 billion of valuation allowances. Also in the fourth quarter of fiscal 2016, the Company performed an analysis related to the realizability of its worldwide deferred tax assets. As a result, and after considering tax planning initiatives and other positive and negative evidence, the Company determined that no other material changes were needed to its valuation allowances. Therefore, there was no impact to income tax expense due to valuation allowance changes in the three month period or year ended September 30, 2016.

In the fourth quarter of fiscal 2015, the Company performed an analysis related to the realizability of its worldwide deferred tax assets. As a result, and after considering tax planning initiatives and other positive and negative evidence, the Company determined that it was more likely than not that certain deferred tax assets primarily within Spain, Germany, and the United Kingdom would not be realized, and it is more likely than not that certain deferred tax assets of Poland and Germany will be realized. The impact of the net valuation allowance provision offset the benefit of valuation allowance releases and, as such, there was no net impact to income tax expense in the three month period ended September 30, 2015.

### ***Uncertain Tax Positions***

The Company is subject to income taxes in the U.S. and numerous foreign jurisdictions. Judgment is required in determining its worldwide provision for income taxes and recording the related assets and liabilities. In the ordinary course of the Company's business, there are many transactions and calculations where the ultimate tax determination is uncertain. The Company is regularly under audit by tax authorities.

At September 30, 2017, the Company had gross tax effected unrecognized tax benefits for continuing operations of \$2,173 million of which \$2,047 million, if recognized, would impact the effective tax rate. Total net accrued interest at September 30, 2017 was approximately \$99 million (net of tax benefit).

At September 30, 2016, the Company had gross tax effected unrecognized tax benefits for continuing operations of \$1,706 million of which \$1,604 million, if recognized, would impact the effective tax rate. Total net accrued interest at September 30, 2016 was approximately \$84 million (net of tax benefit).

At September 30, 2015, the Company had gross tax effected unrecognized tax benefits for continuing operations of \$1,052 million of which \$997 million, if recognized, would impact the effective tax rate. Total net accrued interest at September 30, 2015 was approximately \$33 million (net of tax benefit).

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in millions):

	Year Ended September 30,		
	2017	2016	2015
Beginning balance, October 1	\$ 1,706	\$ 1,052	\$ 1,493
Additions for tax positions related to the current year	613	442	329
Additions for tax positions of prior years	116	15	23
Reductions for tax positions of prior years	(44)	(66)	(111)
Settlements with taxing authorities	(95)	(104)	(541)
Statute closings and audit resolutions	(264)	(30)	(141)
Acquisition of business	141	397	—
Ending balance, September 30	<u>\$ 2,173</u>	<u>\$ 1,706</u>	<u>\$ 1,052</u>

During fiscal 2017, the Company settled a significant number of tax examinations impacting fiscal years 2006 to fiscal 2014. In the fourth quarter of fiscal 2017, income tax audit resolutions resulted in a net \$191 million benefit to income tax expense.

During fiscal 2015, the Company settled a significant number of tax examinations in Germany, Mexico and the U.S., impacting fiscal years 1998 to fiscal 2012. The settlement of unrecognized tax benefits included cash payments for approximately \$440 million and the loss of various tax attributes. The reduction for tax positions of prior years is substantially related to foreign exchange rates. In the fourth quarter of fiscal 2015, income tax audit resolutions resulted in a net \$99 million benefit to income tax expense.

In the U.S., fiscal years 2010 through 2014 are currently under exam by the Internal Revenue Service ("IRS") for certain legal entities. Additionally, the Company is currently under exam in the following major non-U.S. jurisdictions for continuing operations:

Tax Jurisdiction	Tax Years Covered
Belgium	2015 - 2016
Brazil	2011 - 2012
Canada	2013 - 2014
China	2008 - 2016
France	2010 - 2015
Germany	2007 - 2015
Japan	2016
Spain	2010 - 2014
Switzerland	2011 - 2014
United Kingdom	2011 - 2014

It is reasonably possible that certain tax examinations and /or tax litigation will conclude within the next twelve months, which could be up to a \$25 million impact to tax expense.

### ***Other Tax Matters***

During fiscal 2017, the Company recorded \$428 million of transaction and integration costs which generated a \$69 million tax benefit.

During fiscal 2017, the Company recorded a discrete non-cash tax charge of \$490 million related to establishment of a deferred tax liability on the outside basis difference of the Company's investment in certain subsidiaries of the Scott Safety business. This business is reported as net assets held for sale given the announced sale to 3M Company. Refer to Note 3, "Acquisitions and Divestitures," and Note 4, "Discontinued Operations," of the notes to consolidated financial statements for additional information.

In the fourth quarter of fiscal 2017, the Company recorded a tax charge of \$53 million due to a change in the deferred tax liability related to the outside basis of certain nonconsolidated subsidiaries.

In the first quarter of fiscal 2017, the Company recorded a discrete tax benefit of \$101 million due to changes in entity tax status.

During fiscal 2017, 2016 and 2015, the Company incurred significant charges for restructuring and impairment costs. Refer to Note 16, "Significant Restructuring and Impairment Costs," of the notes to consolidated financial statements for additional information. A substantial portion of these charges do not generate a tax benefit due to the Company's current tax position in these jurisdictions and the underlying tax basis in the impaired assets, resulting in \$65 million and \$28 million incremental tax expense in fiscal 2017 and 2016, respectively.

During the fourth quarter of fiscal 2016, the Company completed its Merger with Tyco. As a result of that transaction, the Company incurred incremental tax expense of \$137 million. In preparation for the spin-off of the Automotive Experience business in the first quarter of fiscal 2017, the Company incurred incremental tax expense for continuing operations of \$26 million in fiscal 2016.

As a result of the Tyco Merger in the fourth quarter of fiscal 2016, the Company recorded as part of the acquired liabilities of Tyco \$290 million of post sale contingent tax indemnification liabilities which is generally recorded within other noncurrent liabilities in the consolidated statements of financial position. The liabilities are recorded at fair value and relate to certain tax related matters borne by the buyer of previously divested subsidiaries of Tyco which Tyco has indemnified certain parties and the amounts are probable of being paid. Of the \$290 million recorded as of September 30, 2017 and 2016, \$255 million is related to prior divested businesses and the remainder relates to Tyco's tax sharing agreements from its 2007 and 2012 spin-off transactions. These are certain guarantees or indemnifications extended among Tyco, Medtronic, TE Connectivity, ADT and Pentair in accordance with the terms of the 2007 and 2012 separation and tax sharing agreements. In addition, the Company has recorded \$11 million of tax indemnification liabilities as of September 30, 2017 related to other divestitures.

### ***Impacts of Tax Legislation and Change in Statutory Tax Rates***

On October 13, 2016, the U.S. Treasury and the IRS released final and temporary Section 385 regulations. These regulations address whether certain instruments between related parties are treated as debt or equity. The Company does not expect that the regulations will have a material impact on its consolidated financial statements.

The "look-through rule," under subpart F of the U.S. Internal Revenue Code, expired for the Company on September 30, 2015. The "look-through rule" had provided an exception to the U.S. taxation of certain income generated by non-U.S. subsidiaries. The rule was extended in December 2015 retroactive to the beginning of the Company's 2016 fiscal year. The retroactive extension was signed into legislation and was made permanent through the Company's 2020 fiscal year.

In the second quarter of fiscal 2015, tax legislation was adopted in Japan which reduced its statutory income tax rate. As a result of the law change, the Company recorded income tax expense of \$17 million in the second quarter of fiscal 2015.

During the fiscal years ended 2017, 2016 and 2015, other tax legislation was adopted in various jurisdictions. These law changes did not have a material impact on the Company's consolidated financial statements.

### ***Continuing Operations***

Components of the provision for income taxes on continuing operations were as follows (in millions):

	Year Ended September 30,		
	2017	2016	2015
Current			
Federal	\$ (225)	\$ 169	\$ (688)
State	(6)	5	(33)
Foreign	373	788	550
	142	962	(171)
Deferred			
Federal	593	(321)	410
State	41	(15)	(2)
Foreign	(71)	(429)	(166)
	563	(765)	242
Income tax provision	\$ 705	\$ 197	\$ 71

Consolidated U.S. income from continuing operations before income taxes and noncontrolling interests for the fiscal years ended September 30, 2017, 2016 and 2015 was income of \$868 million, \$943 million and \$418 million, respectively. Consolidated foreign income from continuing operations before income taxes and noncontrolling interests for the fiscal years ended September 30, 2017, 2016 and 2015 was income of \$1,690 million, \$119 million and \$513 million, respectively.

Income taxes paid for the fiscal years ended September 30, 2017, 2016 and 2015 were \$1,756 million, \$1,388 million and \$1,163 million, respectively. At September 30, 2017 and 2016, the Company recorded within the consolidated statements of financial position in other current liabilities approximately \$625 million and \$1,505 million, respectively, of accrued income tax liabilities for continuing operations.

The Company has not provided U.S. or non-U.S. income taxes on approximately \$16 billion of outside basis differences of consolidated subsidiaries of Johnson Controls International plc. The reduction of the outside basis differences via the sale or liquidation of these subsidiaries and/or distributions could create taxable income. The Company's intent is to reduce the outside basis differences only when it would be tax efficient. Given the numerous ways in which the basis differences may be reduced, it is not practicable to estimate the amount of unrecognized withholding taxes and deferred tax liability on the outside basis differences. In fiscal 2017, the Company did provide U.S. income tax expense related to the establishment of a deferred tax liability on the outside basis difference of the Company's investment in certain subsidiaries of the Scott Safety business as a result of the planned divestiture.

Deferred taxes were classified in the consolidated statements of financial position as follows (in millions):

	September 30,	
	2017	2016
Other noncurrent assets	2,360	2,467
Other noncurrent liabilities	(1,733)	(1,542)
Net deferred tax asset	<u>\$ 627</u>	<u>\$ 925</u>

Temporary differences and carryforwards which gave rise to deferred tax assets and liabilities included (in millions):

	September 30,	
	2017	2016
Deferred tax assets		
Accrued expenses and reserves	\$ 891	\$ 1,175
Employee and retiree benefits	13	438
Net operating loss and other credit carryforwards	5,490	4,483
Research and development	188	85
Joint ventures and partnerships	—	49
Other	26	19
	<u>6,608</u>	<u>6,249</u>
Valuation allowances	<u>(3,838)</u>	<u>(3,400)</u>
	<u>2,770</u>	<u>2,849</u>
Deferred tax liabilities		
Property, plant and equipment	247	87
Subsidiaries, joint ventures and partnerships	789	—
Intangible assets	1,107	1,837
	<u>2,143</u>	<u>1,924</u>
Net deferred tax asset	<u>\$ 627</u>	<u>\$ 925</u>

At September 30, 2017, the Company had available net operating loss carryforwards of approximately \$16.6 billion, of which \$6.5 billion will expire at various dates between 2018 and 2037, and the remainder has an indefinite carryforward period. The Company had available U.S. foreign tax credit carryforwards at September 30, 2017 of \$468 million which will expire at various dates between 2020 and 2024 or carried back to fiscal period 2016. The valuation allowance, generally, is for loss carryforwards

for which realization is uncertain because it is unlikely that the losses will be realized given the lack of sustained profitability and/or limited carryforward periods in certain countries.

As of September 30, 2017, deferred tax assets of approximately \$180 million relate to certain operating loss carryforwards resulting from the exercise of employee stock options and restricted stock vestings, the tax benefit of which, when recognized, will be accounted for as a credit to additional paid-in capital rather than a reduction of income tax provision. Such amount has been presented within the tax loss and carryforwards line in the table above.

## **19. SEGMENT INFORMATION**

ASC 280, "Segment Reporting," establishes the standards for reporting information about segments in financial statements. In applying the criteria set forth in ASC 280, the Company has determined that it has five reportable segments for financial reporting purposes. The Company's five reportable segments are presented in the context of its two primary businesses - Building Technologies & Solutions and Power Solutions.

Effective July 1, 2017, the Company reorganized the reportable segments within its Building Technologies & Solutions business to align with its new management reporting structure and business activities. Prior to this reorganization, Building Technologies & Solutions was comprised of five reportable segments for financial reporting purposes: Systems and Service North America, Products North America, Asia, Rest of World and Tyco. As a result of this change, Building Technologies & Solutions is now comprised of four reportable segments for financial reporting purposes: Building Solutions North America, Building Solutions EMEA/LA, Building Solutions Asia Pacific and Global Products. Historical information has been revised to reflect the new Building Technologies & Solutions reportable segments.

A summary of the significant Building Technologies & Solutions reportable segment changes is as follows:

- The "Systems and Service North America" segment is now part of the new "Building Solutions North America" reportable segment.
- The North America Unitary Products business, Air Distribution Technologies business and refrigeration systems business, as well as HVAC products installed for Marine customers, previously included in the "Products North America" segment, are now part of the new reportable segment "Global Products." The systems and products installation business for U.S. Navy customers, previously included in the "Products North America" segment, is now part of the new "Building Solutions North America" reportable segment.
- The systems and service business within the former "Asia" segment is now part of the new "Building Solutions Asia Pacific" reportable segment. The HVAC products manufacturing business and the Johnson Controls-Hitachi joint venture, previously part of the "Asia" segment, are now part of the new "Global Products" reportable segment.
- The systems and service businesses in Europe, the Middle East and Latin America within the former "Rest of World" segment are now part of the new "Building Solutions EMEA/LA" reportable segment. The HVAC products manufacturing businesses, previously part of the "Rest of World" segment, are now part of the new "Global Products" reportable segment.
- As the Company has integrated the legacy Tyco business with its legacy Building Efficiency business for segment reporting purposes, Tyco is no longer a separate reportable segment. The Tyco businesses are now included throughout the new reportable segments.

### **Building Technologies & Solutions**

- Building Solutions North America designs, sells, installs, and services HVAC and controls systems, integrated electronic security systems (including monitoring), and integrated fire detection and suppression systems for commercial, industrial, retail, small business, institutional and governmental customers in North America. Building Solutions North America also provides energy efficiency solutions and technical services, including inspection, scheduled maintenance, and repair and replacement of mechanical and control systems, to non-residential building and industrial applications in the North American marketplace.
- Building Solutions EMEA/LA designs, sells, installs, and services HVAC, controls, refrigeration, integrated electronic security, integrated fire detection and suppression systems, and provides technical services to markets in Europe, the Middle East, Africa and Latin America.



- Building Solutions Asia Pacific designs, sells, installs, and services HVAC, controls, refrigeration, integrated electronic security, integrated fire detection and suppression systems, and provides technical services to the Asia Pacific marketplace.
- Global Products designs and produces heating and air conditioning for residential and commercial applications, and markets products and refrigeration systems to replacement and new construction market customers globally. The Global Products business also designs, manufactures and sells fire protection and security products, including intrusion security, anti-theft devices, breathing apparatus and access control and video management systems, for commercial, industrial, retail, residential, small business, institutional and governmental customers worldwide. Global Products also includes the Johnson Controls-Hitachi joint venture, which was formed October 1, 2015, as well as the Scott Safety business, which was sold on October 4, 2017.

## **Power Solutions**

Power Solutions services both automotive original equipment manufacturers and the battery aftermarket by providing advanced battery technology, coupled with systems engineering, marketing and service expertise.

Management evaluates the performance of its business segments primarily on segment earnings before interest, taxes and amortization ("EBITA"), which represents income from continuing operations before income taxes and noncontrolling interests, excluding general corporate expenses, intangible asset amortization, net financing charges, significant restructuring and impairment costs, and the net mark-to-market adjustments related to pension and postretirement plans.

Financial information relating to the Company's reportable segments is as follows (in millions):

	Year Ended September 30,		
	2017	2016	2015
<u>Net Sales</u>			
Building Technologies & Solutions			
Building Solutions North America	\$ 8,341	\$ 4,687	\$ 4,270
Building Solutions EMEA/LA	3,595	1,613	1,549
Building Solutions Asia Pacific	2,444	1,736	1,651
Global Products	8,455	6,148	3,040
	22,835	14,184	10,510
Power Solutions	7,337	6,653	6,590
Total net sales	\$ 30,172	\$ 20,837	\$ 17,100
<u>Segment EBITA</u>			
Building Technologies & Solutions			
Building Solutions North America (1)	\$ 1,039	\$ 494	\$ 416
Building Solutions EMEA/LA (2)	290	74	45
Building Solutions Asia Pacific (3)	323	222	211
Global Products (4)	1,179	637	414
	2,831	1,427	1,086
Power Solutions (5)	1,427	1,327	1,241
Total segment EBITA	\$ 4,258	\$ 2,754	\$ 2,327
Amortization of intangible assets	(489)	(116)	(74)
Corporate expenses (6)	(768)	(607)	(417)
Net financing charges	(496)	(289)	(274)
Restructuring and impairment costs	(367)	(288)	(215)
Net mark-to-market adjustments on pension and postretirement plans	420	(393)	(416)
Income from continuing operations before income taxes	\$ 2,558	\$ 1,061	\$ 931
<u>Assets</u>			
Building Technologies & Solutions (7)			
Building Solutions North America	\$ 15,228	\$ 15,554	\$ 2,300
Building Solutions EMEA/LA (8)	4,885	4,649	1,022
Building Solutions Asia Pacific	2,575	2,521	978
Global Products (9)	14,018	15,782	5,083
	36,706	38,506	9,383
Power Solutions (10)	7,894	6,793	6,531
Assets held for sale	2,109	13,186	10,613
Unallocated	5,175	4,694	3,063
Total	\$ 51,884	\$ 63,179	\$ 29,590

		Year Ended September 30,		
		2017	2016	2015
<u>Depreciation/Amortization</u>				
Building Technologies & Solutions				
Building Solutions North America	\$	272	\$ 49	\$ 24
Building Solutions EMEA/LA		140	14	10
Building Solutions Asia Pacific		37	11	9
Global Products		410	230	138
		859	304	181
Power Solutions		236	238	286
Corporate		64	80	60
Discontinued Operations		29	331	333
Total	\$	1,188	\$ 953	\$ 860

		Year Ended September 30,		
		2017	2016	2015
<u>Capital Expenditures</u>				
Building Technologies & Solutions				
Building Solutions North America	\$	107	\$ 16	\$ 17
Building Solutions EMEA/LA		98	19	17
Building Solutions Asia Pacific		27	7	8
Global Products		421	304	162
Global Workplace Solutions		—	—	13
		653	346	217
Automotive Experience				
Seating		62	392	356
Interiors		1	3	99
		63	395	455
Power Solutions		481	357	252
Corporate		146	151	211
Total	\$	1,343	\$ 1,249	\$ 1,135

- (1) Building Solutions North America segment EBITA for the years ended September 30, 2017 and 2015 excludes \$59 million and \$2 million, respectively, of restructuring and impairment costs.
- (2) Building Solutions EMEA/LA segment EBITA for the years ended September 30, 2017, 2016 and 2015 excludes \$74 million, \$17 million and \$9 million, respectively, of restructuring and impairment costs. For the years ended September 30, 2017, 2016 and 2015, EMEA/LA segment EBITA includes \$5 million, \$11 million and \$14 million, respectively, of equity income.
- (3) Building Solutions Asia Pacific segment EBITA for the years ended September 30, 2017 and 2015 excludes \$16 million and \$7 million, respectively, of restructuring and impairment costs. For the years ended September 30, 2017 and 2016, Asia Pacific segment EBITA includes \$1 million and \$1 million, respectively, of equity income.
- (4) Global Products segment EBITA for the years ended September 30, 2017, 2016 and 2015 excludes \$32 million, \$44 million and \$20 million, respectively, of restructuring and impairment costs. For the years ended September 30, 2017, 2016 and 2015, Global Products segment EBITA includes \$151 million, \$114 million and \$9 million, respectively, of equity income.

- (5) Power Solutions segment EBITA for the years ended September 30, 2017, 2016 and 2015 excludes \$20 million, \$66 million and \$11 million, respectively, of restructuring and impairment costs. For the years ended September 30, 2017, 2016 and 2015, Power Solutions segment EBITA includes \$83 million, \$48 million and \$57 million, respectively, of equity income.
- (6) Corporate expenses for the years ended September 30, 2017, 2016 and 2015 excludes \$166 million, \$161 million and \$166 million, respectively, of restructuring and impairment costs.
- (7) Current year and prior year amounts exclude assets held for sale. Refer to Note 4, "Discontinued Operations," of the notes to consolidated financial statements for further information regarding the Company's disposal groups classified as held for sale.
- (8) Building Solutions EMEA/LA assets as of September 30 2017, 2016 and 2015, include \$107 million, \$103 million and \$90 million, respectively, of investments in partially-owned affiliates.
- (9) Global Products assets as of September 30 2017, 2016 and 2015, include \$637 million, \$520 million and \$64 million, respectively, of investments in partially-owned affiliates.
- (10) Power Solutions assets as of September 30 2017, 2016 and 2015, include \$447 million, \$367 million and \$343 million, respectively, of investments in partially-owned affiliates.

In fiscal years 2017, 2016 and 2015, no customer exceeded 10% of consolidated net sales.

### ***Geographic Segments***

Financial information relating to the Company's operations by geographic area is as follows (in millions):

	Year Ended September 30,		
	2017	2016	2015
<u>Net Sales</u>			
United States	\$ 14,495	\$ 9,633	\$ 8,982
China	2,046	1,620	1,350
Japan	1,816	1,805	315
Germany	1,779	1,430	911
United Kingdom	928	291	309
Mexico	840	639	635
Other foreign	5,408	3,602	2,637
Other European countries	2,860	1,817	1,961
Total	<u>\$ 30,172</u>	<u>\$ 20,837</u>	<u>\$ 17,100</u>
<u>Long-Lived Assets (Year-end)</u>			
United States	\$ 3,155	\$ 2,880	\$ 2,056
China	535	484	415
Japan	180	188	8
Germany	290	287	304
United Kingdom	109	103	4
Mexico	489	457	368
Other foreign	821	785	252
Other European countries	542	448	276
Total	<u>\$ 6,121</u>	<u>\$ 5,632</u>	<u>\$ 3,683</u>

Net sales attributed to geographic locations are based on the location of the assets producing the sales. Long-lived assets by geographic location consist of net property, plant and equipment.

## 20. NONCONSOLIDATED PARTIALLY-OWNED AFFILIATES

Investments in the net assets of nonconsolidated partially-owned affiliates are stated in the "Investments in partially-owned affiliates" line in the consolidated statements of financial position as of September 30, 2017 and 2016. Equity in the net income of nonconsolidated partially-owned affiliates is stated in the "Equity income" line in the consolidated statements of income for the years ended September 30, 2017, 2016 and 2015.

The following table presents summarized financial data for the Company's nonconsolidated partially-owned affiliates. The amounts included in the table below represent 100% of the results of continuing operations of such nonconsolidated partially-owned affiliates accounted for under the equity method.

Summarized balance sheet data as of September 30 is as follows (in millions):

	2017	2016
Current assets	\$ 4,034	\$ 3,085
Noncurrent assets	1,513	1,436
Total assets	<u>\$ 5,547</u>	<u>\$ 4,521</u>
Current liabilities	\$ 2,470	\$ 1,864
Noncurrent liabilities	478	554
Noncontrolling interests	33	41
Shareholders' equity	2,566	2,062
Total liabilities and shareholders' equity	<u>\$ 5,547</u>	<u>\$ 4,521</u>

Summarized income statement data for the years ended September 30 is as follows (in millions):

	2017	2016	2015
Net sales	\$ 6,445	\$ 5,329	\$ 3,527
Gross profit	1,510	1,323	718
Net income	517	415	195
Income attributable to noncontrolling interests	11	16	—
Net income attributable to the entity	506	399	195

## 21. GUARANTEES

Certain of the Company's subsidiaries at the business segment level have guaranteed the performance of third-parties and provided financial guarantees for uncompleted work and financial commitments. The terms of these guarantees vary with end dates ranging from the current fiscal year through the completion of such transactions and would typically be triggered in the event of nonperformance. Performance under the guarantees, if required, would not have a material effect on the Company's financial position, results of operations or cash flows.

The Company offers warranties to its customers depending upon the specific product and terms of the customer purchase agreement. A typical warranty program requires that the Company replace defective products within a specified time period from the date of sale. The Company records an estimate for future warranty-related costs based on actual historical return rates and other known factors. Based on analysis of return rates and other factors, the Company's warranty provisions are adjusted as necessary. The Company monitors its warranty activity and adjusts its reserve estimates when it is probable that future warranty costs will be different than those estimates.

The Company's product warranty liability for continuing operations is recorded in the consolidated statements of financial position in other current liabilities if the warranty is less than one year and in other noncurrent liabilities if the warranty extends longer than one year.

The changes in the carrying amount of the Company's total product warranty liability for continuing operations, including extended warranties for which deferred revenue is recorded, for the fiscal years ended September 30, 2017 and 2016 were as follows (in millions):

	Year Ended September 30,	
	2017	2016
Balance at beginning of period	\$ 374	\$ 288
Accruals for warranties issued during the period	312	314
Accruals from acquisitions and divestitures (1)	7	83
Accruals related to pre-existing warranties (including changes in estimates)	(4)	(17)
Settlements made (in cash or in kind) during the period	(280)	(297)
Currency translation	—	3
Balance at end of period	<u>\$ 409</u>	<u>\$ 374</u>

(1) The year ended September 30, 2017 includes \$13 million of product warranties transferred to liabilities held for sale on the consolidated statements of financial position. Refer to Note 4, "Discontinued Operations," of the notes to consolidated financial statements for further information regarding the Company's disposal groups classified as held for sale.

As a result of the Tyco Merger in the fourth quarter of fiscal 2016, the Company recorded, as part of the acquired liabilities of Tyco, \$290 million of post sale contingent tax indemnification liabilities which is generally recorded within other noncurrent liabilities in the consolidated statements of financial position. The liabilities are recorded at fair value and relate to certain tax related matters borne by the buyer of previously divested subsidiaries of Tyco which Tyco has indemnified certain parties and the amounts are probable of being paid. Of the \$290 million recorded as of September 30, 2017 and 2016, \$255 million is related to prior divested businesses and the remainder relates to Tyco's tax sharing agreements from its 2007 and 2012 spin-off transactions. These are certain guarantees or indemnifications extended among Tyco, Medtronic, TE Connectivity, ADT and Pentair in accordance with the terms of the 2007 and 2012 separation and tax sharing agreements. In addition, the Company has recorded \$11 million of tax indemnification liabilities as of September 30, 2017 related to other divestitures.

## 22. TYCO INTERNATIONAL FINANCE S.A.

TIFSA, a 100% owned subsidiary of the Company, has public debt securities outstanding, which as of September 30, 2016, were fully and unconditionally guaranteed by Johnson Controls and by Tyco Fire & Security Finance S.C.A. ("TIFSCA"), a wholly owned subsidiary of the Company and parent company TIFSA. During the first quarter of fiscal 2017, the guarantees were removed in connection with the previously disclosed debt exchange. The following tables present condensed consolidating financial information for Johnson Controls, TIFSCA, TIFSA and all other subsidiaries. Condensed financial information for the Company, TIFSCA and TIFSA on a stand-alone basis is presented using the equity method of accounting for subsidiaries. The Company has revised investments in affiliates and other shareholders' equity amounts for TIFSA and TIFSCA as of the year ended September 30, 2016. Within the condensed consolidating statement of financial position, investments in affiliates and other shareholders' equity for TIFSA and TIFSCA decreased by \$1,485 million and \$263 million, respectively, with the offset in the consolidating adjustments column. The impact of the changes to the consolidating figures was not significant and had no impact to the consolidated financials of the Company.

The TIFSA public debt securities were assumed as part of the Tyco acquisition. Therefore, no consolidating financial information for the year ended September 30, 2015 is presented related to the guarantee of the TIFSA public debt securities. Additional information regarding TIFSA and TIFSCA for the fiscal year ended September 25, 2015 and the period ended June 24, 2016 can be found in Tyco's Annual Report on Form 10-K filed with the SEC on November 13, 2015 (as recast in part in Tyco's Current Report on Form 8-K filed with the SEC on March 11, 2016) and Tyco's Quarterly report on Form 10-Q filed with the SEC on July 29, 2016, respectively.



**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**  
**For the Year Ended September 30, 2017**  
(\$ in millions)

	<b>Johnson Controls International plc</b>	<b>Tyco Fire &amp; Security Finance SCA</b>	<b>Tyco International Finance S.A.</b>	<b>Other Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Total</b>
Net sales	\$ —	\$ —	\$ —	\$ 30,172	\$ —	\$ 30,172
Cost of sales	—	—	—	20,833	—	20,833
Gross profit	—	—	—	9,339	—	9,339
Selling, general and administrative expenses	(13)	—	—	(6,145)	—	(6,158)
Restructuring and impairment costs	—	—	—	(367)	—	(367)
Net financing charges	(179)	(1)	(19)	(297)	—	(496)
Equity income (loss)	1,839	874	(35)	240	(2,678)	240
Intercompany interest and fees	(27)	245	11	(229)	—	—
Income (loss) from continuing operations before income taxes	1,620	1,118	(43)	2,541	(2,678)	2,558
Income tax provision	9	—	—	696	—	705
Income (loss) from continuing operations	1,611	1,118	(43)	1,845	(2,678)	1,853
Loss from sale of intercompany investment, net of tax	—	—	(935)	—	935	—
Loss from discontinued operations, net of tax	—	—	—	(34)	—	(34)
Net income (loss)	1,611	1,118	(978)	1,811	(1,743)	1,819
Income from continuing operations attributable to noncontrolling interests	—	—	—	199	—	199
Income from discontinued operations attributable to noncontrolling interests	—	—	—	9	—	9
Net income (loss) attributable to Johnson Controls	<u>\$ 1,611</u>	<u>\$ 1,118</u>	<u>\$ (978)</u>	<u>\$ 1,603</u>	<u>\$ (1,743)</u>	<u>\$ 1,611</u>

**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME**  
**For the Year Ended September 30, 2017**

(in millions)	<b>Johnson Controls International plc</b>	<b>Tyco Fire &amp; Security Finance SCA</b>	<b>Tyco International Finance S.A.</b>	<b>Other Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Total</b>
<b>Net income (loss)</b>	\$ 1,611	\$ 1,118	\$ (978)	\$ 1,811	\$ (1,743)	\$ 1,819
Other comprehensive income (loss), net of tax						
Foreign currency translation adjustments	108	(54)	20	137	(108)	103
Realized and unrealized losses on derivatives	(14)	—	—	(14)	14	(14)
Realized and unrealized gains (losses) on marketable securities	5	—	(4)	9	(5)	5
Other comprehensive income (loss)	99	(54)	16	132	(99)	94
Total comprehensive income (loss)	1,710	1,064	(962)	1,943	(1,842)	1,913
Comprehensive income attributable to noncontrolling interests	—	—	—	203	—	203
Comprehensive income (loss) attributable to Johnson Controls	<u>\$ 1,710</u>	<u>\$ 1,064</u>	<u>\$ (962)</u>	<u>\$ 1,740</u>	<u>\$ (1,842)</u>	<u>\$ 1,710</u>

**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**  
**For the Year Ended September 30, 2016**  
(\$ in millions)

	<b>Johnson Controls International plc</b>	<b>Tyco Fire &amp; Security Finance SCA</b>	<b>Tyco International Finance S.A.</b>	<b>Other Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Total</b>
Net sales	\$ —	\$ —	\$ —	\$ 20,837	\$ —	\$ 20,837
Cost of sales	—	—	—	15,183	—	15,183
Gross profit	—	—	—	5,654	—	5,654
Selling, general and administrative expenses	(2)	(2)	(1)	(4,185)	—	(4,190)
Restructuring and impairment costs	—	—	—	(288)	—	(288)
Net financing charges	—	—	(6)	(283)	—	(289)
Equity income (loss)	(894)	(1,527)	(341)	174	2,762	174
Intercompany interest and fees	28	—	7	(35)	—	—
Income (loss) from continuing operations before income taxes	(868)	(1,529)	(341)	1,037	2,762	1,061
Income tax provision	—	—	—	197	—	197
Income (loss) from continuing operations	(868)	(1,529)	(341)	840	2,762	864
Loss from discontinued operations, net of tax	—	—	—	(1,516)	—	(1,516)
Net loss	(868)	(1,529)	(341)	(676)	2,762	(652)
Income from continuing operations attributable to noncontrolling interests	—	—	—	132	—	132
Income from discontinued operations attributable to noncontrolling interests	—	—	—	84	—	84
Net loss attributable to Johnson Controls	<u>\$ (868)</u>	<u>\$ (1,529)</u>	<u>\$ (341)</u>	<u>\$ (892)</u>	<u>\$ 2,762</u>	<u>\$ (868)</u>

**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME**  
**For the Year Ended September 30, 2016**

(in millions)	<b>Johnson Controls International plc</b>	<b>Tyco Fire &amp; Security Finance SCA</b>	<b>Tyco International Finance S.A.</b>	<b>Other Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Total</b>
<b>Net loss</b>	\$ (868)	\$ (1,529)	\$ (341)	\$ (676)	\$ 2,762	\$ (652)
Other comprehensive loss, net of tax						
Foreign currency translation adjustments	(105)	—	—	(94)	105	(94)
Realized and unrealized gains on derivatives	11	—	—	9	(11)	9
Realized and unrealized losses on marketable common stock	(1)	—	—	(1)	1	(1)
Pension and postretirement plans	(1)	—	—	(1)	1	(1)
Other comprehensive loss	(96)	—	—	(87)	96	(87)
Total comprehensive loss	(964)	(1,529)	(341)	(763)	2,858	(739)
Comprehensive income attributable to noncontrolling interests	—	—	—	225	—	225
Comprehensive loss attributable to Johnson Controls	<u>\$ (964)</u>	<u>\$ (1,529)</u>	<u>\$ (341)</u>	<u>\$ (988)</u>	<u>\$ 2,858</u>	<u>\$ (964)</u>

**CONDENSED CONSOLIDATING STATEMENT OF FINANCIAL POSITION**  
**For the Year Ended September 30, 2017**

(in millions)	<b>Johnson Controls International plc</b>	<b>Tyco Fire &amp; Security Finance SCA</b>	<b>Tyco International Finance S.A.</b>	<b>Other Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Total</b>
<b>Assets</b>						
Cash and cash equivalents	\$ —	\$ 107	\$ 382	\$ 718	\$ (886)	\$ 321
Accounts receivable, net	—	—	—	6,666	—	6,666
Inventories	—	—	—	3,209	—	3,209
Intercompany receivables	1,580	1,732	55	4,470	(7,837)	—
Assets held for sale	—	—	—	189	—	189
Other current assets	14	—	1	1,892	—	1,907
Current assets	<u>1,594</u>	<u>1,839</u>	<u>438</u>	<u>17,144</u>	<u>(8,723)</u>	<u>12,292</u>
Property, plant and equipment - net	—	—	—	6,121	—	6,121
Goodwill	243	—	32	19,413	—	19,688
Other intangible assets - net	—	—	—	6,741	—	6,741
Investments in partially-owned affiliates	—	—	—	1,191	—	1,191
Investments in affiliates	19,487	31,594	21,132	—	(72,213)	—
Intercompany loans receivable	17,908	4,140	2,836	9,004	(33,888)	—
Noncurrent assets held for sale	—	—	—	1,920	—	1,920
Other noncurrent assets	56	—	7	3,868	—	3,931
Total assets	<u><u>\$ 39,288</u></u>	<u><u>\$ 37,573</u></u>	<u><u>\$ 24,445</u></u>	<u><u>\$ 65,402</u></u>	<u><u>\$ (114,824)</u></u>	<u><u>\$ 51,884</u></u>
<b>Liabilities and Equity</b>						
Short-term debt	\$ 1,476	\$ —	\$ —	\$ 624	\$ (886)	\$ 1,214
Current portion of long-term debt	307	—	18	69	—	394
Accounts payable	—	—	—	4,271	—	4,271
Accrued compensation and benefits	4	—	—	1,067	—	1,071
Deferred revenue	—	—	—	1,279	—	1,279
Liabilities held for sale	—	—	—	72	—	72
Intercompany payables	4,236	1,055	1,886	660	(7,837)	—
Other current liabilities	324	2	24	3,203	—	3,553
Current liabilities	<u>6,347</u>	<u>1,057</u>	<u>1,928</u>	<u>11,245</u>	<u>(8,723)</u>	<u>11,854</u>
Long-term debt	7,806	—	152	4,006	—	11,964
Pension and postretirement benefits	—	—	—	947	—	947
Intercompany loans payable	4,688	17,908	4,316	6,976	(33,888)	—
Noncurrent liabilities held for sale	—	—	—	173	—	173
Other noncurrent liabilities	—	—	24	5,344	—	5,368
Long-term liabilities	<u>12,494</u>	<u>17,908</u>	<u>4,492</u>	<u>17,446</u>	<u>(33,888)</u>	<u>18,452</u>
Redeemable noncontrolling interest	—	—	—	211	—	211
Ordinary shares	9	—	—	—	—	9
Ordinary shares held in treasury	(710)	—	—	—	—	(710)
Other shareholders' equity	21,148	18,608	18,025	35,580	(72,213)	21,148
Shareholders' equity attributable to Johnson Controls	20,447	18,608	18,025	35,580	(72,213)	20,447
Noncontrolling interests	—	—	—	920	—	920
Total equity	<u>20,447</u>	<u>18,608</u>	<u>18,025</u>	<u>36,500</u>	<u>(72,213)</u>	<u>21,367</u>
Total liabilities and equity	<u><u>\$ 39,288</u></u>	<u><u>\$ 37,573</u></u>	<u><u>\$ 24,445</u></u>	<u><u>\$ 65,402</u></u>	<u><u>\$ (114,824)</u></u>	<u><u>\$ 51,884</u></u>

**CONDENSED CONSOLIDATING STATEMENT OF FINANCIAL POSITION**  
**For the Year Ended September 30, 2016**

(in millions)	<b>Johnson Controls International plc</b>	<b>Tyco Fire &amp; Security Finance SCA</b>	<b>Tyco International Finance S.A.</b>	<b>Other Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Total</b>
<b>Assets</b>						
Cash and cash equivalents	\$ 11	\$ —	\$ 244	\$ 324	\$ —	\$ 579
Accounts receivable, net	—	—	—	6,394	—	6,394
Inventories	—	—	—	2,888	—	2,888
Intercompany receivables	16	—	2	6,188	(6,206)	—
Assets held for sale	—	—	—	5,812	—	5,812
Other current assets	6	—	1	1,429	—	1,436
Current assets	<u>33</u>	<u>—</u>	<u>247</u>	<u>23,035</u>	<u>(6,206)</u>	<u>17,109</u>
Property, plant and equipment - net	—	—	—	5,632	—	5,632
Goodwill	—	—	274	20,750	—	21,024
Other intangible assets - net	—	—	—	7,540	—	7,540
Investments in partially-owned affiliates	—	—	—	990	—	990
Investments in affiliates	12,460	31,142	26,421	—	(70,023)	—
Intercompany loans receivable	18,680	—	13,336	15,631	(47,647)	—
Noncurrent assets held for sale	—	—	—	7,374	—	7,374
Other noncurrent assets	—	—	—	3,510	—	3,510
Total assets	<u>\$ 31,173</u>	<u>\$ 31,142</u>	<u>\$ 40,278</u>	<u>\$ 84,462</u>	<u>\$ (123,876)</u>	<u>\$ 63,179</u>
<b>Liabilities and Equity</b>						
Short-term debt	\$ —	\$ —	\$ —	\$ 1,078	\$ —	\$ 1,078
Current portion of long-term debt	—	—	—	628	—	628
Accounts payable	1	—	—	3,999	—	4,000
Accrued compensation and benefits	—	—	—	1,333	—	1,333
Deferred revenue	—	—	—	1,228	—	1,228
Liabilities held for sale	—	—	—	4,276	—	4,276
Intercompany payables	3,873	—	2,315	18	(6,206)	—
Other current liabilities	3	2	32	3,751	—	3,788
Current liabilities	<u>3,877</u>	<u>2</u>	<u>2,347</u>	<u>16,311</u>	<u>(6,206)</u>	<u>16,331</u>
Long-term debt	—	—	2,413	8,640	—	11,053
Pension and postretirement benefits	—	—	—	1,550	—	1,550
Intercompany loans payable	3,178	18,680	12,453	13,336	(47,647)	—
Noncurrent liabilities held for sale	—	—	—	3,888	—	3,888
Other noncurrent liabilities	—	—	22	5,011	—	5,033
Long-term liabilities	<u>3,178</u>	<u>18,680</u>	<u>14,888</u>	<u>32,425</u>	<u>(47,647)</u>	<u>21,524</u>
Redeemable noncontrolling interest	—	—	—	234	—	234
Ordinary shares	9	—	—	—	—	9
Ordinary shares held in treasury	(20)	—	—	—	—	(20)
Other shareholders' equity	24,129	12,460	23,043	34,520	(70,023)	24,129
Shareholders' equity attributable to Johnson Controls	24,118	12,460	23,043	34,520	(70,023)	24,118
Noncontrolling interests	—	—	—	972	—	972
Total equity	<u>24,118</u>	<u>12,460</u>	<u>23,043</u>	<u>35,492</u>	<u>(70,023)</u>	<u>25,090</u>
Total liabilities and equity	<u>\$ 31,173</u>	<u>\$ 31,142</u>	<u>\$ 40,278</u>	<u>\$ 84,462</u>	<u>\$ (123,876)</u>	<u>\$ 63,179</u>



**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Year Ended September 30, 2017**

(in millions)	<b>Johnson Controls International plc</b>	<b>Tyco Fire &amp; Security Finance SCA</b>	<b>Tyco International Finance S.A.</b>	<b>Other Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Total</b>
<b>Operating Activities</b>						
Net cash provided (used) by operating activities	\$ (129)	\$ 182	\$ 142	\$ (183)	\$ —	\$ 12
<b>Investing Activities</b>						
Capital expenditures	—	—	—	(1,343)	—	(1,343)
Sale of property, plant and equipment	—	—	—	33	—	33
Acquisition of business, net of cash acquired	—	—	(6)	—	—	(6)
Business divestitures	—	—	—	220	—	220
Changes in long-term investments	—	—	(11)	(30)	—	(41)
Net change in intercompany loans receivable	(300)	—	—	(640)	940	—
Increase in intercompany investment in subsidiaries	(1,998)	(1,716)	(100)	—	3,814	—
Net cash used by investing activities	(2,298)	(1,716)	(117)	(1,760)	4,754	(1,137)
<b>Financing Activities</b>						
Increase (decrease) in short-term debt - net	1,476	—	—	(445)	(886)	145
Increase in long-term debt	1,856	—	—	9	—	1,865
Repayment of long-term debt	(183)	—	(20)	(1,094)	—	(1,297)
Debt financing costs	(17)	—	—	(1)	—	(18)
Stock repurchases	(651)	—	—	—	—	(651)
Payment of cash dividends	(702)	—	—	—	—	(702)
Proceeds from the exercise of stock options	157	—	—	—	—	157
Net change in intercompany loans payable	583	—	57	300	(940)	—
Increase in equity from parent	—	1,641	76	2,097	(3,814)	—
Change in noncontrolling interest share	—	—	—	8	—	8
Dividends paid to noncontrolling interests	—	—	—	(88)	—	(88)
Dividends from Adient spin-off	—	—	—	2,050	—	2,050
Cash transferred to Adient related spin-off	(87)	—	—	(578)	—	(665)
Cash paid to prior acquisitions	—	—	—	(75)	—	(75)
Other	(16)	—	—	4	—	(12)
Net cash provided by financing activities	2,416	1,641	113	2,187	(5,640)	717
Effect of currency translation on cash	—	—	—	54	—	54
Changes in cash held for sale	—	—	—	96	—	96
<b>Increase (decrease) in cash and cash equivalents</b>	(11)	107	138	394	(886)	(258)
Cash and cash equivalents at beginning of period	11	—	244	324	—	579
Cash and cash equivalents at end of period	\$ —	\$ 107	\$ 382	\$ 718	\$ (886)	\$ 321

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Year Ended September 30, 2016**

(in millions)	<b>Johnson Controls International plc</b>	<b>Tyco Fire &amp; Security Finance SCA</b>	<b>Tyco International Finance S.A.</b>	<b>Other Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Total</b>
<b>Operating Activities</b>						
Net cash provided by operating activities	\$ 11	\$ —	\$ 639	\$ 1,245	\$ —	\$ 1,895
<b>Investing Activities</b>						
Capital expenditures	—	—	—	(1,249)	—	(1,249)
Sale of property, plant and equipment	—	—	—	32	—	32
Acquisition of business, net of cash acquired	—	—	—	353	—	353
Business divestitures	—	—	—	32	—	32
Changes in long-term investments	—	—	57	(105)	—	(48)
Net change in intercompany loans	—	—	10	—	(10)	—
Other	—	—	—	(7)	—	(7)
Net cash provided (used) by investing activities	—	—	67	(944)	(10)	(887)
<b>Financing Activities</b>						
Increase (decrease) in short-term debt - net	—	—	(462)	1,018	—	556
Increase in long-term debt	—	—	—	1,501	—	1,501
Repayment of long-term debt	—	—	—	(1,299)	—	(1,299)
Debt financing costs	—	—	—	(45)	—	(45)
Stock repurchases	—	—	—	(501)	—	(501)
Payment of cash dividends	—	—	—	(915)	—	(915)
Proceeds from the exercise of stock options	3	—	—	67	—	70
Net intercompany loan borrowings (repayments)	—	—	—	(10)	10	—
Cash paid to acquire a noncontrolling interest	—	—	—	(2)	—	(2)
Dividends paid to noncontrolling interests	—	—	—	(306)	—	(306)
Other	(3)	—	—	11	—	8
Net cash used by financing activities	—	—	(462)	(481)	10	(933)
Effect of currency translation on cash	—	—	—	12	—	12
Changes in cash held for sale	—	—	—	(61)	—	(61)
<b>Increase (decrease) in cash and cash equivalents</b>	<b>11</b>	<b>—</b>	<b>244</b>	<b>(229)</b>	<b>—</b>	<b>26</b>
Cash and cash equivalents at beginning of period	—	—	—	553	—	553
Cash and cash equivalents at end of period	<u>\$ 11</u>	<u>\$ —</u>	<u>\$ 244</u>	<u>\$ 324</u>	<u>\$ —</u>	<u>\$ 579</u>

## 23. COMMITMENTS AND CONTINGENCIES

### *Environmental Matters*

The Company accrues for potential environmental liabilities when it is probable a liability has been incurred and the amount of the liability is reasonably estimable. As of September 30, 2017, reserves for environmental liabilities totaled \$51 million, of which \$10 million was recorded within other current liabilities and \$41 million was recorded within other noncurrent liabilities in the consolidated statements of financial position. Reserves for environmental liabilities for continuing operations totaled \$51 million at September 30, 2016. Such potential liabilities accrued by the Company do not take into consideration possible recoveries of future insurance proceeds. They do, however, take into account the likely share other parties will bear at remediation sites. It is difficult to estimate the Company's ultimate level of liability at many remediation sites due to the large number of other parties that may be involved, the complexity of determining the relative liability among those parties, the uncertainty as to the nature and scope of the investigations and remediation to be conducted, the uncertainty in the application of law and risk assessment, the various choices and costs associated with diverse technologies that may be used in corrective actions at the sites, and the often quite lengthy periods over which eventual remediation may occur. Nevertheless, the Company does not currently believe that any claims, penalties or costs in connection with known environmental matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. In addition, the Company has identified asset retirement obligations for environmental matters that are expected to be addressed at the retirement, disposal, removal or abandonment of existing owned facilities, primarily in the Power Solutions and Building Technologies & Solutions businesses. At September 30, 2017 and 2016, the Company recorded conditional asset retirement obligations of \$61 million and \$74 million, respectively.

### *Asbestos Matters*

The Company and certain of its subsidiaries, along with numerous other third parties, are named as defendants in personal injury lawsuits based on alleged exposure to asbestos containing materials. These cases have typically involved product liability claims based primarily on allegations of manufacture, sale or distribution of industrial products that either contained asbestos or were used with asbestos containing components.

As of September 30, 2017, the Company's estimated asbestos related net liability recorded on a discounted basis within the Company's consolidated statements of financial position was \$181 million. The net liability within the consolidated statements of financial position was comprised of a liability for pending and future claims and related defense costs of \$573 million, of which \$48 million was recorded in other current liabilities and \$525 million was recorded in other noncurrent liabilities. The Company also maintained separate cash, investments and receivables related to insurance recoveries within the consolidated statements of financial position of \$392 million, of which \$53 million was recorded in other current assets, and \$339 million was recorded in other noncurrent assets. Assets included \$22 million of cash and \$269 million of investments, which have all been designated as restricted. In connection with the recognition of liabilities for asbestos-related matters, the Company records asbestos-related insurance recoveries that are probable; the amount of such recoveries recorded at September 30, 2017 was \$101 million. As of September 30, 2016, the Company's estimated asbestos related net liability recorded on a discounted basis within the Company's consolidated statements of financial position was \$148 million. The net liability within the consolidated statements of financial position was comprised of a liability for pending and future claims and related defense costs of \$548 million, of which \$35 million was recorded in other current liabilities and \$513 million was recorded in other noncurrent liabilities. The Company also maintained separate cash, investments and receivables related to insurance recoveries within the consolidated statements of financial position of \$400 million, of which \$41 million was recorded in other current assets, and \$359 million was recorded in other noncurrent assets. Assets included \$16 million of cash and \$264 million of investments, which have all been designated as restricted. In connection with the recognition of liabilities for asbestos-related matters, the Company records asbestos-related insurance recoveries that are probable; the amount of such recoveries recorded at September 30, 2016 was \$120 million.

The Company's estimate of the liability and corresponding insurance recovery for pending and future claims and defense costs is based on the Company's historical claim experience, and estimates of the number and resolution cost of potential future claims that may be filed and is discounted to present value from 2068 (which is the Company's reasonable best estimate of the actuarially determined time period through which asbestos-related claims will be filed against Company affiliates). Asbestos related defense costs are included in the asbestos liability. The Company's legal strategy for resolving claims also impacts these estimates. The Company considers various trends and developments in evaluating the period of time (the look-back period) over which historical claim and settlement experience is used to estimate and value claims reasonably projected to be made through 2068. Annually, the Company assesses the sufficiency of its estimated liability for pending and future claims and defense costs by evaluating actual experience regarding claims filed, settled and dismissed, and amounts paid in settlements. In addition to claims and settlement experience, the Company considers additional quantitative and qualitative factors such as changes in legislation, the legal environment, and the Company's defense strategy. The Company also evaluates the recoverability of its insurance receivable on

an annual basis. The Company evaluates all of these factors and determines whether a change in the estimate of its liability for pending and future claims and defense costs or insurance receivable is warranted.

The amounts recorded by the Company for asbestos-related liabilities and insurance-related assets are based on the Company's strategies for resolving its asbestos claims, currently available information, and a number of estimates and assumptions. Key variables and assumptions include the number and type of new claims that are filed each year, the average cost of resolution of claims, the identity of defendants, the resolution of coverage issues with insurance carriers, amount of insurance, and the solvency risk with respect to the Company's insurance carriers. Many of these factors are closely linked, such that a change in one variable or assumption will impact one or more of the others, and no single variable or assumption predominately influences the determination of the Company's asbestos-related liabilities and insurance-related assets. Furthermore, predictions with respect to these variables are subject to greater uncertainty in the later portion of the projection period. Other factors that may affect the Company's liability and cash payments for asbestos-related matters include uncertainties surrounding the litigation process from jurisdiction to jurisdiction and from case to case, reforms of state or federal tort legislation and the applicability of insurance policies among subsidiaries. As a result, actual liabilities or insurance recoveries could be significantly higher or lower than those recorded if assumptions used in the Company's calculations vary significantly from actual results.

#### *Insurable Liabilities*

The Company records liabilities for its workers' compensation, product, general and auto liabilities. The determination of these liabilities and related expenses is dependent on claims experience. For most of these liabilities, claims incurred but not yet reported are estimated by utilizing actuarial valuations based upon historical claims experience. At September 30, 2017 and 2016, the insurable liabilities totaled \$445 million and \$422 million, respectively, of which \$122 million and \$60 million was recorded within other current liabilities, \$22 million and \$28 million was recorded within accrued compensation and benefits, and \$301 million and \$334 million was recorded within other noncurrent liabilities in the consolidated statements of financial position, respectively. The Company records receivables from third party insurers when recovery has been determined to be probable. The amount of such receivables recorded at September 30, 2017 was \$46 million, of which \$31 million was recorded within other current assets and \$15 million was recorded within other noncurrent assets. Insurance receivables recorded at September 30, 2016 were \$21 million, primarily recorded within other noncurrent assets. The Company maintains captive insurance companies to manage certain of its insurable liabilities.

#### *Arbitration Award*

In September 2017, the Company was subject to an unfavorable arbitration award of approximately \$50 million relating to a contractual dispute with a subcontractor used by the Company at an airport construction project in Doha, Qatar. In connection with the unfavorable arbitration award, the Company recorded a charge of \$50 million within selling, general and administrative expenses on the consolidated statements of income in the fourth quarter of fiscal 2017. The airport project is being managed by a steering committee. The Company and the subcontractor were working jointly to document claims for increased costs against the steering committee when the subcontractor initiated the arbitration proceeding against the Company. Pursuant to its arbitration proceeding against the Company, the subcontractor sought to recover costs it alleges it incurred due to project delays, additional work and related financing costs. While the award remains outstanding, it will accrue interest at a statutory rate of 9.56%.

In a related action, the Company has initiated an arbitration claim against the steering committee related to costs it incurred in connection with delays of the airport construction project, including costs related to the above award. The arbitrator is expected to issue a decision on the Company's claims against the steering committee by the end of fiscal 2018.

#### *Aqueous Film-Forming Foam Litigation*

Two of our subsidiaries, Chemguard, Inc. ("Chemguard") and Tyco Fire Products L.P. ("Tyco Fire Products"), have been named, along with other defendant manufacturers, in a number of class action lawsuits relating to the use of fire-fighting foam products by the U.S. Department of Defense (the DOD) and others for fire suppression purposes and related training exercises. Plaintiffs generally allege that the firefighting foam products manufactured by defendants contain or break down into the chemicals perfluorooctane sulfonate ("PFOS") and perfluorooctanoic acid ("PFOA") and that the use of these products by others at various airbases and airports resulted in the release of these chemicals into the environment and ultimately into communities' drinking water supplies neighboring those airports and airbases. Plaintiffs generally seek compensatory damages, including damages for alleged personal injuries, medical monitoring, and alleged diminution in property values, and also seek punitive damages and injunctive relief to address remediation of the alleged contamination. As of November 21, 2017, the Company is named in 12 putative class actions in federal courts in three states as set forth below:

## Colorado

- *District of Colorado - Bell et al. v. The 3M Company et al.*, filed on September 18, 2016.
- *District of Colorado - Bell et al. v. The 3M Company et al.*, filed on September 18, 2016.
- *District of Colorado - Davis et al. v. The 3M Company et al.*, filed on September 22, 2016.

The above cases have been consolidated in the U.S. District Court for the District of Colorado, and a hearing on the plaintiffs' motion for class certification is scheduled for April 2018.

## New York

- *Eastern District of New York - Green et al. v. The 3M Company et al.*, filed March 27, 2017 in Supreme Court of the State of New York, Suffolk County, prior to removal to federal court.
- *Southern District of New York - Adamo et al. v. The Port Authority of NY and NJ et al.*, filed August 11, 2017 in Supreme Court of the State of New York, Orange County, prior to removal to federal court.
- *Southern District of New York - Fogarty et al. v. The Port Authority of NY and NJ et al.*, filed August 11, 2017 in Supreme Court of the State of New York, Orange County, prior to removal to federal court.
- *Southern District of New York - Miller et al. v. The Port Authority of NY and NJ et al.*, filed August 11, 2017 in Supreme Court of the State of New York, Orange County, prior to removal to federal court.
- *Supreme Court of the State of New York, Suffolk County - Singer et al. v. The 3M Company et al.*, filed October 10, 2017.

Responses to the complaints have not been filed yet in any of the New York actions.

## Pennsylvania

- *Eastern District of Pennsylvania - Bates et al. v. The 3M Company et al.*, filed September 15, 2016.
- *Eastern District of Pennsylvania - Grande et al. v. The 3M Company et al.*, filed October 13, 2016.
- *Eastern District of Pennsylvania - Yockey et al. v. The 3M Company et al.*, filed October 24, 2016.
- *Eastern District of Pennsylvania - Fearnley et al. v. The 3M Company et al.*, filed December 9, 2016.

The above cases have been consolidated in the U.S. District Court for the Eastern District of Pennsylvania. Defendants have moved to dismiss the complaint in the consolidated proceeding.

In addition to the putative class actions, Chemguard and Tyco Fire Products are also defendants in an action filed by two plaintiffs in the U.S. District Court for the Eastern District of Pennsylvania: Menkes et al. v. The 3M Company et al., (filed February 7, 2017). The Menkes plaintiffs assert substantive claims and allegations similar to the putative class allegations, but also include personal injury claim. The Company is also on notice of approximately 490 other possible individual product liability claims by filings made in Pennsylvania state court, but complaints have not been filed in those matters, and, under Pennsylvania's procedural rules, they may or may not result in lawsuits.

Chemguard and Tyco Fire Products are also defendants in two cases pending in the U.S. District Court for the District of Massachusetts: Town of Barnstable v. the 3M. Co., et al, (filed Nov. 21, 2016), and County of Barnstable v. the 3M. Co., et al, (filed January 9, 2017). These municipal plaintiffs generally allege that the use of the defendants' fire-fighting foam products at a fire training academy and municipal airport released PFOS and PFOA into the town's water supply wells, allegedly requiring remediation of the town and county property. The defendants have filed a motion to dismiss in County of Barnstable, which is currently pending before the court.

The Company is vigorously defending these cases and believes that it has meritorious defenses to class certification and the claims asserted. However, there are numerous factual and legal issues to be resolved in connection with these claims, and it is extremely difficult to predict the outcome or ultimate financial exposure, if any, represented by these matters, but there can be no assurance that any such exposure will not be material. The Company is also pursuing insurance coverage for these matters.

The Company is involved in various lawsuits, claims and proceedings incident to the operation of its businesses, including those pertaining to product liability, environmental, safety and health, intellectual property, employment, commercial and contractual matters, and various other casualty matters. Although the outcome of litigation cannot be predicted with certainty and some lawsuits, claims or proceedings may be disposed of unfavorably to us, it is management's opinion that none of these will have a material adverse effect on the Company's financial position, results of operations or cash flows. Costs related to such matters were not material to the periods presented.

## 24. RELATED PARTY TRANSACTIONS

In the ordinary course of business, the Company enters into transactions with related parties, such as equity affiliates. Such transactions consist of facility management services, the sale or purchase of goods and other arrangements.

The net sales to and purchases from related parties for continuing operations included in the consolidated statements of income were \$954 million and \$195 million, respectively, for fiscal 2017; \$917 million and \$184 million, respectively, for fiscal 2016; and \$892 million and \$95 million, respectively, for fiscal 2015.

The following table sets forth the amount of accounts receivable due from and payable to related parties for continuing operations in the consolidated statements of financial position (in millions):

	September 30,	
	2017	2016
Receivable from related parties	\$ 108	\$ 72
Payable to related parties	50	14

The Company has also provided financial support to certain of its VIE's, see Note 1, "Summary of Significant Accounting Policies," of the notes to consolidated financial statements for additional information.

### JOHNSON CONTROLS INTERNATIONAL PLC AND SUBSIDIARIES SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS (In millions)

Year Ended September 30,	2017	2016	2015
<u>Accounts Receivable - Allowance for Doubtful Accounts</u>			
Balance at beginning of period	\$ 173	\$ 70	\$ 64
Provision charged to costs and expenses	39	45	27
Reserve adjustments	(9)	(8)	(5)
Accounts charged off	(41)	(25)	(16)
Acquisition of businesses	18	91	1
Currency translation	2	—	(1)
Balance at end of period	<u>\$ 182</u>	<u>\$ 173</u>	<u>\$ 70</u>
<u>Deferred Tax Assets - Valuation Allowance</u>			
Balance at beginning of period	\$ 3,400	\$ 1,151	\$ 1,111
Allowance provision for new operating and other loss carryforwards	542	121	23
Allowance provision benefits	(157)	(331)	17
Acquisition of businesses	53	2,459	—
Balance at end of period	<u>\$ 3,838</u>	<u>\$ 3,400</u>	<u>\$ 1,151</u>

## **ITEM 9** **CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.



## **ITEM 9A**      **CONTROLS AND PROCEDURES**

### **Disclosure Controls and Procedures**

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluations, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective in recording, processing, summarizing, and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, and that information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

### **Management's Report on Internal Control Over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's internal control over financial reporting based on the framework in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, the Company's management has concluded that, as of September 30, 2017, the Company's internal control over financial reporting was effective.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, has audited the Company's consolidated financial statements and the effectiveness of internal control over financial reporting as of September 30, 2017 as stated in its report which is included in Item 8 of this Form 10-K and is incorporated by reference herein.

### **Changes in Internal Control Over Financial Reporting**

There have been no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2017, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## **ITEM 9B**      **OTHER INFORMATION**

None.

## **PART III**

In response to Part III, Items 10, 11, 12, 13 and 14, parts of the Company's definitive proxy statement (to be filed pursuant to Regulation 14A within 120 days after Registrant's fiscal year-end of September 30, 2017) for its annual meeting to be held on March 7, 2018, are incorporated by reference in this Form 10-K.

## **ITEM 10**      **DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information relating to directors and nominees of Johnson Controls is set forth under the caption "Proposal Number One" in Johnson Controls' proxy statement for its annual meeting of stockholders to be held on March 7, 2018 (the "Johnson Controls Proxy Statement") and is incorporated by reference herein. Information about executive officers is included in Part I, Item 4 of this Annual Report on Form 10-K. The information required by Items 405, 407(c)(3), (d)(4) and (d)(5) of Regulation S-K is contained under the captions "Section 16(a) Beneficial Ownership Reporting Compliance," "Governance of the Company - Nomination of Directors and Board Diversity," "Governance of the Company - Board Committees", and "Committees of the Board - Audit Committee" of the Johnson Controls Proxy Statement and such information is incorporated by reference herein.

## Code of Ethics

Johnson Controls has adopted a code of ethics for directors, officers (including the Company's principal executive officer, principal financial officer and principal accounting officer) and employees, known as the Code of Ethics. The Code of Ethics is available in the "Investors - Corporate Governance" section of its website at [www.johnsoncontrols.com](http://www.johnsoncontrols.com). The Company posts any amendments to or waivers of its Code of Ethics (to the extent applicable to the Company's directors or executive officers) at the same location on the Company's website. In addition, copies of the Code of Ethics may be obtained in print without charge upon written request by any stockholder to the office of the Company at One Albert Quay, Cork, Ireland.

## **ITEM 11**      **EXECUTIVE COMPENSATION**

The information required by Item 402 of Regulation S-K is contained under the captions "Compensation Discussion & Analysis" (excluding the information under the caption "Compensation Committee Report on Executive Compensation"), "Executive Compensation Tables" and "Compensation of Non-Employee Directors" of the Johnson Controls Proxy Statement. Such information is incorporated by reference.

The information required by Items 407(e)(4) and (e)(5) of Regulation S-K is contained under the captions "Committees of the Board - Compensation Committee Interlocks and Insider Participation" and "Compensation Discussion & Analysis - Compensation Committee Report on Executive Compensation" of the Johnson Controls Proxy Statement. Such information (other than the Compensation Committee Report on Executive Compensation, which shall not be deemed to be "filed") is incorporated by reference.

## **ITEM 12**      **SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information in the Johnson Controls Proxy Statement set forth under the caption "Security Ownership of Certain Beneficial Owners and Management" is incorporated herein by reference.

The following table provides information about the Company's equity compensation plans as of September 30, 2017:

	(a)	(b)	(c)
Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by shareholders	19,730,443	\$ 32.76	41,343,816
Equity compensation plans not approved by shareholders	—	—	—
Total	19,730,443	\$ 32.76	41,343,816

## **ITEM 13**      **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information in the Johnson Controls Proxy Statement set forth under the captions "Committees of the Board," "Governance of the Company - Director Independence," and "Governance of the Company - Other Directorships, Conflicts and Related Party Transactions," is incorporated herein by reference.

## **ITEM 14**      **PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information in the Johnson Controls Proxy Statement set forth under "Proposal Number Two" related to the appointment of auditors is incorporated herein by reference.

**PART IV**

**ITEM 15**

**EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

Page in  
Form 10-K

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(a) The following documents are filed as part of this Form 10-K:

(1) Financial Statements

Report of Independent Registered Public Accounting Firm	59
Consolidated Statements of Income for the years ended September 30, 2017, 2016 and 2015	60
Consolidated Statements of Comprehensive Income (Loss) for the years ended September 30, 2017, 2016 and 2015	61
Consolidated Statements of Financial Position at September 30, 2017 and 2016	62
Consolidated Statements of Cash Flows for the years ended September 30, 2017, 2016 and 2015	63
Consolidated Statements of Shareholders' Equity for the years ended September 30, 2017, 2016 and 2015	64
Notes to Consolidated Financial Statements	65

(2) Financial Statement Schedule

For the years ended September 30, 2017, 2016 and 2015:

Schedule II - Valuation and Qualifying Accounts	137
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(3) Exhibits

Reference is made to the separate exhibit index contained on pages 142 through 147 filed herewith.

All other schedules are omitted because they are not applicable, or the required information is shown in the financial statements or notes thereto.

Financial statements of 50% or less-owned companies have been omitted because the proportionate share of their profit before income taxes and total assets are individually less than 20% of the respective consolidated amounts, and investments in such companies are less than 20% of consolidated total assets. Refer to Note 20, "Non-Consolidated Partially-Owned Affiliates" of the notes to consolidated financial statements for the summarized financial data for the Company's nonconsolidated partially-owned affiliates.

Not applicable.

### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

#### JOHNSON CONTROLS INTERNATIONAL PLC

By /s/ Brian J. Stief  
Brian J. Stief  
Executive Vice President and  
Chief Financial Officer

Date: November 21, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below as of November 21, 2017, by the following persons on behalf of the registrant and in the capacities indicated:

/s/ George R. Oliver  
George R. Oliver  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

/s/ Brian J. Stief  
Brian J. Stief  
Executive Vice President and  
Chief Financial Officer (Principal Financial Officer)

/s/ Suzanne M. Vincent  
Suzanne M. Vincent  
Vice President and Corporate Controller  
(Principal Accounting Officer)

/s/ David P. Abney  
David P. Abney  
Director

/s/ Natalie A. Black  
Natalie A. Black  
Director

/s/ Mike Daniels  
Mike Daniels  
Director

/s/ Roy Dunbar  
Roy Dunbar  
Director

/s/ Brian Duppereault  
Brian Duppereault  
Director

/s/ Juan Pablo del Valle Perochena  
Juan Pablo del Valle Perochena  
Director

/s/ Jürgen Tinggren  
Jürgen Tinggren  
Director

/s/ Mark P. Vergnano  
Mark P. Vergnano  
Director

/s/ David Yost  
David Yost  
Director

**Johnson Controls International plc**  
**Index to Exhibits**

- (a) (1) and (2) Financial Statements and Supplementary Data - See Item 8  
(b) Exhibit Index:

Exhibit	Title
2.1	<u>Separation and Distribution Agreement, dated as of September 8, 2016, by and between Johnson Controls International plc and Adient Limited (incorporated by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K filed September 9, 2016)</u>
2.2	<u>Agreement and Plan of Merger by and among Johnson Controls, Inc., Johnson Controls International plc (formerly Tyco International plc) and Jagara Merger Sub LLC, dated as of January 24, 2016 (incorporated by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K filed January 27, 2016)</u>
2.3	<u>Merger Agreement, dated as of May 30, 2014, between Tyco International Ltd., and Johnson Controls International plc (formerly Tyco International plc) (Incorporated by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K filed on June 4, 2014)</u>
3.1	<u>Memorandum and Articles of Association of Johnson Controls International plc, as amended by special resolution dated September 8, 2014 and as amended by special resolution dated August 17, 2016 (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed on September 6, 2016)</u>
4.1	<u>Assumption and Accession Agreement, dated as of November 17, 2014, by Johnson Controls International plc (formerly Tyco International plc) (incorporated by reference to Exhibit 4.1 to the registrant's current report on Form 8-K filed on November 17, 2014)</u>
4.2	<u>Indenture, dated December 28, 2016, between Johnson Controls International plc and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the registrant's current report on Form 8-K filed on December 28, 2016)</u>
4.3	<u>First Supplemental Indenture, dated December 28, 2016, between Johnson Controls International plc, and U.S. Bank National Association, as trustee, and Elavon Financial Services DAC, UK Branch, as paying agent for the New Euro Notes attaching forms of 2.355% Senior Notes due 2017 (retired; no longer outstanding), 7.125% Senior Notes due 2017 (retired; no longer outstanding), 1.400% Senior Notes due 2017 (retired, no longer outstanding as of November 2, 2017), 5.000% Senior Notes due 2020, 4.25% Senior Notes due 2021, 3.750% Senior Notes due 2021, 3.625% Senior Notes due 2024, 6.000% Notes due 2036, 5.70% Senior Notes due 2041, 5.250% Senior Notes due 2041, 4.625% Senior Notes due 2044, 6.950% Debentures due December 1, 2045, 4.950% Senior Notes due 2064, 3.750% Notes due 2018, 4.625% Notes due 2023, 1.375% Notes due 2025, 3.900% Notes due 2026, and 5.125% Notes due 2045 (incorporated by reference to Exhibit 4.2 to the registrant's current report on Form 8-K filed on December 28, 2016)</u>
4.4	<u>Second Supplemental Indenture, dated February 7, 2017, between Johnson Controls International plc and U.S. Bank National Association, as trustee, attaching form of 4.500% Senior Notes due 2047 (incorporated by reference to Exhibit 4.2 to the registrant's Current Report on Form 8-K filed on February 7, 2017)</u>
4.5	<u>Third Supplemental Indenture, dated March 15, 2017, among Johnson Controls International plc, U.S. Bank National Association, as trustee and Elavon Financial Services DAC, UK Branch, as paying agent, attaching form of 1.000% Senior Notes due 2023 (incorporated by reference to Exhibit 4.2 to the registrant's Current Report on Form 8-K filed on March 15, 2017)</u>
4.6	Miscellaneous long-term debt agreements and financing leases with banks and other creditors and debenture indentures.*
4.7	Miscellaneous industrial development bond long-term debt issues and related loan agreements and leases.*
10.1	<u>Term Loan Credit Agreement, dated as of March 10, 2016, among Tyco International Holding S.à r.l., each of the initial lenders named therein, Citibank, N.A., as administrative agent, Citigroup Global Markets Inc., Merrill, Lynch, Pierce, Fenner &amp; Smith Incorporated, Wells Fargo Securities, LLC and JPMorgan Chase Bank N.A. as joint lead arrangers and joint bookrunners (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed March 16, 2016)</u>

**Johnson Controls International plc**  
**Index to Exhibits**

<b>Exhibit</b>	<b>Title</b>
10.2	<u>Letter Amendment No. 1 dated as of September 1, 2016 to the Term Loan Credit Agreement, dated as of March 10, 2016, among Tyco International Holding S.à r.l., each of the initial lenders named therein, Citibank, N.A., as administrative agent, Citigroup Global Markets Inc., Merrill, Lynch, Pierce, Fenner &amp; Smith Incorporated, Wells Fargo Securities, LLC and JPMorgan Chase Bank N.A. as joint lead arrangers and joint bookrunners (filed herewith)</u>
10.3	<u>Letter Amendment No. 2 dated as of August 10, 2017 to the Term Loan Credit Agreement, dated as of March 10, 2016, among Tyco International Holding S.à r.l., each of the initial lenders named therein, Citibank, N.A., as administrative agent, Citigroup Global Markets Inc., Merrill, Lynch, Pierce, Fenner &amp; Smith Incorporated, Wells Fargo Securities, LLC and JPMorgan Chase Bank N.A. as joint lead arrangers and joint bookrunners (filed herewith)</u>
10.4	<u>Multi-Year Senior Unsecured Credit Agreement, dated as of March 10, 2016, among Tyco International Holding S.à r.l., each of the initial lenders named therein, Citibank, N.A., as administrative agent, and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Barclays Bank plc, Wells Fargo Securities, LLC and JPMorgan Chase Bank, N.A. as joint lead arrangers and joint bookrunners (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed March 16, 2016)</u>
10.5	<u>Letter Amendment No. 1 dated as of September 1, 2016 to the Multi-Year Senior Unsecured Credit Agreement, dated as of March 10, 2016, among Tyco International Holding S.à r.l., each of the initial lenders named therein, Citibank, N.A., as administrative agent, and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Barclays Bank plc, Wells Fargo Securities, LLC and JPMorgan Chase Bank, N.A. as joint lead arrangers and joint bookrunners (filed herewith)</u>
10.6	<u>Letter Amendment No. 2 dated as of August 10, 2017 to the Multi-Year Senior Unsecured Credit Agreement, dated as of March 10, 2016, among Tyco International Holding S.à r.l., each of the initial lenders named therein, Citibank, N.A., as administrative agent, and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Barclays Bank plc, Wells Fargo Securities, LLC and JPMorgan Chase Bank, N.A. as joint lead arrangers and joint bookrunners (filed herewith)</u>
10.7	<u>Credit Agreement, dated as of March 10, 2016, among Johnson Controls, Inc., the financial institutions parties thereto and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 4.2 to Johnson Controls, Inc.'s Current Report on Form 8-K filed March 16, 2016) (Commission File No. 1-5097)</u>
10.8	<u>Amendment No. 1 dated as of November 1, 2016 to the Credit Agreement, dated as of March 10, 2016, among Johnson Controls, Inc., Johnson Controls International plc, Tyco Fire &amp; Security Finance S.C.A. and Tyco International Finance S.A., the financial parties thereto and JPMorgan Chase Bank, N.A., as administrative agent (filed herewith)</u>
10.9	<u>Transition Services Agreement, dated as of September 8, 2016, by and between Johnson Controls International plc and Adient Limited (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed on September 9, 2016)</u>
10.10	<u>Tax Matters Agreement, dated as of September 8, 2016, by and between Johnson Controls International plc and Adient Limited (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed on September 9, 2016)</u>
10.11	<u>Employee Matters Agreement, dated as of September 8, 2016, by and between Johnson Controls International plc and Adient Limited (incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K filed on September 9, 2016)</u>
10.12	<u>Transitional Trademark License Agreement, dated as of September 8, 2016, by and between Johnson Controls International plc and Adient Limited (incorporated by reference to Exhibit 10.4 to the registrant's Current Report on Form 8-K filed on September 9, 2016)</u>



**Johnson Controls International plc**  
**Index to Exhibits**

<b>Exhibit</b>	<b>Title</b>
10.13	<u>Tax Sharing Agreement, dated September 28, 2012 by and among Pentair Ltd., Johnson Controls International plc (formerly Tyco International Ltd.), Tyco International Finance S.A. and The ADT Corporation (Incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed on October 1, 2012).</u>
10.14	<u>Non-Income Tax Sharing Agreement dated September 28, 2012 by and among Johnson Controls International plc (formerly Tyco International Ltd.), Tyco International Finance S.A. and The ADT Corporation (Incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed on October 1, 2012).</u>
10.15	<u>Trademark Agreement, dated as of September 25, 2012, by and among ADT Services GmbH, ADT US Holdings, Inc., Johnson Controls International plc (formerly Tyco International Ltd.) and The ADT Corporation (Incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K filed on October 1, 2012)</u>
10.16	<u>Form of Deed of Indemnification between Johnson Controls International plc (formerly Tyco International plc) and certain of its directors and officers (incorporated by reference to Exhibit 10.4 to the registrant's Current Report on Form 8-K filed on September 6, 2016)</u>
10.17	<u>Form of Indemnification Agreement between Tyco Fire &amp; Security (US) Management, Inc. and certain directors and officers of Johnson Controls International plc (incorporated by reference to Exhibit 10.5 to the registrant's Current Report on Form 8-K filed on September 6, 2016)</u>
10.18	<u>Tyco International plc 2004 Share and Incentive Plan (incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K filed on November 17, 2014) **</u>
10.19	<u>Johnson Controls International plc 2012 Share and Incentive Plan, amended and restated as of March 8, 2017 (incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q filed on May 4, 2017)**</u>
10.20	<u>Johnson Controls International plc 2007 Stock Option Plan (incorporated by reference to Exhibit 10.7 to the registrant's Current Report on Form 8-K filed on September 6, 2016) **</u>
10.21	<u>Johnson Controls International plc Omnibus Incentive Plan (incorporated by reference to Exhibit 10.6 to the registrant's Current Report on Form 8-K filed on September 6, 2016) **</u>
10.22	<u>Tyco International Change in Control Severance Plan for Certain U.S. Officers and Executives (incorporated by reference to Exhibit 10.6 to the registrant's Current Report on Form 8-K filed on November 17, 2014) **</u>
10.23	<u>Johnson Controls International plc Severance and Change in Control Policy for Officers, effective as of September 2, 2016 (incorporated by reference to Exhibit 10.19 to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2016 filed on November 23, 2016)**</u>
10.24	<u>Johnson Controls International plc Executive Deferred Compensation Plan, as amended and restated effective September 2, 2016 (incorporated by reference to Exhibit 10.20 to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2016 filed on November 23, 2016)**</u>
10.25	<u>Johnson Controls International plc Executive Deferred Compensation Plan, as amended and restated effective January 1, 2018 (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed on September 19, 2017) **</u>
10.26	<u>Johnson Controls International plc Senior Executive Deferred Compensation Plan effective as of January 1, 2018 (incorporated by reference to Exhibit 10.4 to the registrant's Current Report on Form 8-K filed on September 19, 2017) **</u>
10.27	<u>Johnson Controls, Inc. Deferred Compensation Plan for Certain Directors, as amended and restated effective January 5, 2016 (incorporated by reference to Exhibit 10.3 to Johnson Controls, Inc.'s Quarterly Report on Form 10-Q filed on February 2, 2016) (Commission File No. 1-5097) **</u>

**Johnson Controls International plc**  
**Index to Exhibits**

<b>Exhibit</b>	<b>Title</b>
10.28	<u>Johnson Controls International plc Retirement Restoration Plan, as amended and restated effective September 2, 2016 (incorporated by reference to Exhibit 10.22 to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2016 filed on November 23, 2016)**</u>
10.29	<u>Johnson Controls International plc Retirement Restoration Plan, as amended and restated effective January 1, 2018 (incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K filed on September 19, 2017) **</u>
10.30	<u>Tyco Supplemental Savings and Retirement Plan (incorporated by reference to Exhibit 10.5 to the registrant's Current Report on Form 8-K filed on November 17, 2014) **</u>
10.31	<u>Tyco Supplemental Savings and Retirement Plan as amended and restated effective January 1, 2018 (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed on September 19, 2017) **</u>
10.32	<u>Johnson Controls International plc Executive Compensation Incentive Recoupment Policy effective September 2, 2016 (incorporated by reference to Exhibit 10.24 to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2016 filed on November 23, 2016)**</u>
10.33	<u>Amended and Restated Executive Employment Agreement, dated as of January 24, 2016, by and between Johnson Controls, Inc. and Alex A. Molinaroli (incorporated by reference to Exhibit 10.1 to Johnson Controls, Inc.'s Current Report on Form 8-K filed on January 27, 2016) (Commission File No. 1-5097) **</u>
10.34	<u>Amended and Restated Change of Control Executive Employment Agreement, dated as of January 24, 2016, by and between Johnson Controls, Inc. and Alex A. Molinaroli (incorporated by reference to Exhibit 10.2 to Johnson Controls, Inc.'s Current Report on Form 8-K filed on January 27, 2016) (Commission File No. 1-5097) **</u>
10.35	<u>Amendment to the Amended and Restated Change of Control Executive Employment Agreement, dated as of April 1, 2016, by and between Johnson Controls, Inc. and Alex Molinaroli (incorporated by reference to Exhibit 10.3 to Johnson Controls, Inc.'s Quarterly Report on Form 10-Q filed on April 29, 2016) (Commission File No. 1-5097) **</u>
10.36	<u>Amended and Restated Executive Employment Agreement, dated as of January 24, 2016, by and between Johnson Controls International plc (formerly Tyco International plc) and George Oliver (incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K filed on January 27, 2016) **</u>
10.37	<u>Employment Offer Letter, dated as of September 1, 2016, between Johnson Controls International plc (formerly Tyco International plc) and Judith Reinsdorf (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed on September 6, 2016) **</u>
10.38	<u>Global Assignment Letter between Johnson Controls, Inc. and Trent Nevill dated as of April 1, 2016 (incorporated by reference to Exhibit 10.4 to Johnson Controls, Inc.'s Quarterly Report on Form 10-Q filed on April 29, 2016) (Commission File No. 1-5097) **</u>
10.39	<u>Form of employment agreement, including form of change in control agreement, between Johnson Controls, Inc. and Messrs. Stief, Jackson, Walicki, Nevill and Davis, as amended and restated July 28, 2010 (incorporated by reference to Exhibit 10.Y to Johnson Controls, Inc.'s Quarterly Report on Form 10-Q filed on August 3, 2010) (Commission File No. 1-5097) **</u>
10.40	<u>Form of letter agreement amending certain provisions of the employment agreement between Johnson Controls, Inc. and Messrs. Stief, Jackson, Walicki, Nevill and Davis (incorporated by reference to Exhibit 10.32 to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2016 filed on November 23, 2016)**</u>

**Johnson Controls International plc**  
**Index to Exhibits**

<b>Exhibit</b>	<b>Title</b>
10.41	<u>Form of terms and conditions for Option / SAR Awards, Restricted Stock / Unit Awards, Performance Share Awards under the Johnson Controls International plc 2012 Share and Incentive Plan for periods commencing on September 2, 2016 (incorporated by reference to Exhibit 10.33 to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2016 filed on November 23, 2016)**</u>
10.42	<u>Form of terms and conditions for Option / SAR Awards, and Restricted Stock / Unit Awards, under the Johnson Controls International plc 2012 Share and Incentive Plan for periods commencing on September 2, 2016 applicable to Messrs. Molinaroli, Oliver and Stief (incorporated by reference to Exhibit 10.1 to registrant's Quarterly Report on Form 10-Q filed on February 8, 2017)**</u>
10.43	<u>Terms of Unit Award under the Johnson Controls International plc 2012 Share and Incentive Plan for Brian J. Stief dated September 14, 2017 (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed on September 15, 2017)**</u>
10.44	<u>Terms of PSU Award under the Johnson Controls International plc 2012 Share and Incentive Plan for Brian J. Stief dated September 14, 2017 (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed on September 15, 2017)**</u>
10.45	<u>Terms of RSU Award under the Johnson Controls International plc 2012 Share and Incentive Plan for Brian J. Stief dated September 14, 2017 (incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K filed on September 15, 2017)**</u>
10.46	<u>Letter Agreement dated as of September 14, 2017 between Johnson Controls International plc and Brian J. Stief (incorporated by reference to Exhibit 10.4 to the registrant's Current Report on Form 8-K filed on September 15, 2017)**</u>
10.47	<u>Form of terms and conditions for Option Awards, Restricted Unit Awards, Performance Share Awards under the 2012 Share and Incentive Plan for fiscal 2016 (Incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed on October 13, 2015) **</u>
10.48	<u>Form of terms and conditions for Option Awards, Restricted Unit Awards, Performance Share Awards under the 2012 Stock and Incentive Plan for fiscal 2015 (Incorporated by reference to Exhibit 10.9 to the registrant's Annual Report on Form 10-K for the fiscal year ended September 26, 2014 filed on November 14, 2014) **</u>
10.49	<u>Form of terms and conditions for Option Awards, Restricted Unit Awards, Performance Share Awards under the 2012 Stock and Incentive Plan for fiscal 2014 (Incorporated by reference to Exhibit 10.9 to the registrant's Annual Report on Form 10-K filed on for the year ended September 27, 2013 filed on November 14, 2013) **</u>
10.50	<u>Form of terms and conditions for Restricted Stock Unit Awards for Directors under the 2012 Stock and Incentive Plan (Incorporated by reference to Exhibit 10.13 to the registrant's Annual Report on Form 10-K for the year ended September 28, 2012 filed on November 16, 2012) **</u>
10.51	<u>Form of terms and conditions for Restricted Stock Unit Awards for Directors under the 2012 Stock and Incentive Plan for use beginning in 2017 (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed on May 4, 2017)**</u>
10.52	<u>Form of stock option or stock appreciation right award agreement for Johnson Controls, Inc. 2007 Stock Option Plan effective September 20, 2011 (incorporated by reference to Exhibit 10.V to Johnson Controls, Inc.'s Annual Report on Form 10-K for the year ended September 30, 2011 filed on November 22, 2011) (Commission File No. 1-5097) **</u>
10.53	<u>Johnson Controls, Inc. 2012 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1(a) to Johnson Controls, Inc.'s Current Report on Form 8-K filed January 28, 2013) (Commission File No. 1-5097) **</u>

**Johnson Controls International plc**  
**Index to Exhibits**

Exhibit	Title
10.54	<u>Form of performance share unit agreement for Johnson Controls, Inc. 2012 Omnibus Incentive Plan for recipients who have not announced an intention to retire (incorporated by reference to Exhibit 10.1(a) to Johnson Controls, Inc.'s Current Report on Form 8-K filed November 21, 2013) (Commission File No. 1-5097) **</u>
10.55	<u>Form of performance share unit agreement for Johnson Controls, Inc. 2012 Omnibus Incentive Plan for recipients who have announced an intention to retire (incorporated by reference to Exhibit 10.1(d) to Johnson Controls, Inc.'s Current Report on Form 8-K filed November 21, 2013) (Commission File No. 1-5097) **</u>
10.56	<u>Form of restricted stock/restricted stock unit agreement for Johnson Controls, Inc. 2012 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1(b) to Johnson Controls, Inc.'s Current Report on Form 8-K filed November 21, 2013) (Commission File No. 1-5097) **</u>
10.57	<u>Form of restricted stock/restricted stock unit agreement for Johnson Controls, Inc. 2012 Omnibus Incentive Plan reflecting pro rata vesting on retirement, filed herewith (incorporated by reference to Exhibit 10.BB to Johnson Controls, Inc.'s Annual Report on Form 10-K for the year ended September 30, 2015 filed on November 18, 2015) (Commission File No. 1-5097) **</u>
10.58	<u>Form of option/stock appreciation right agreement for Johnson Controls, Inc. 2012 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1(c) to Johnson Controls, Inc.'s Current Report on Form 8-K filed November 21, 2013) (Commission File No. 1-5097) **</u>
12.1	<u>Statement of Computation of Earnings to Fixed Charges</u>
21.1	<u>Subsidiaries of Johnson Controls International plc (filed herewith)</u>
23.1	<u>Consent of Independent Public Accounting Firm (filed herewith)</u>
31.1	<u>Certification by the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)</u>
31.2	<u>Certification by the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)</u>
32.1	<u>Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)</u>
101	Financial statements from the Annual Report on Form 10-K of Johnson Controls International plc for the fiscal year ended September 30, 2017 formatted in XBRL: (i) the Consolidated Statements of Financial Position, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income (Loss), (iv) the Consolidated Statements of Cash Flow, (v) the Consolidated Statements of Shareholders' Equity Attributable to Johnson Controls Ordinary Shareholders and (vi) Notes to Consolidated Financial Statements (filed herewith)

\* These instruments are not being filed as exhibits herewith because none of the long-term debt instruments authorizes the issuance of debt in excess of 10% of the total assets of Johnson Controls International plc and its subsidiaries on a consolidated basis. Johnson Controls International plc agrees to furnish a copy of each agreement to the Securities and Exchange Commission upon request.

\*\* Management contract or compensatory plan.



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