

## JOHNSON CONTROLS, INC. DISCLOSURE COMMITTEE CHARTER

This Disclosure Committee Charter (the "Charter") has been adopted by the Chief Executive Officer and the Chief Financial Officer (the "Senior Officers") of Johnson Controls, Inc. (the "Company"). The Disclosure Committee (the "Committee") shall review and reassess this Charter annually and recommend any proposed changes to the Senior Officers.

### I. Purpose

The Committee assists the Company in fulfilling the Company's policy that (i) all disclosures and forward-looking statements made by the Company to its security holders or the investment community should be accurate and complete; (ii) all disclosures should fairly present the Company's financial condition and results of operations in all material respects; and (iii) all disclosures should be made on a timely basis, as required by applicable laws and stock exchange requirements.

### II. Organization

A. Membership. The membership of the Committee shall consist of the following individuals:

- the Vice Chairman;
- the Chief Financial Officer;
- the Chief Marketing Officer;
- the General Counsel;
- the Corporate Treasurer;
- the Corporate Controller;
- the Vice President, Compliance;
- a Global Group General Counsel;
- the Vice President, Internal Audit;
- the Vice President, Global Investor Relations;
- and the Vice President, Information Technology & Chief Financial Officer from each of the Company's principal business units

Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers.

B. Designations. The Committee may designate two or more members of the Committee, at least one of whom shall be an attorney knowledgeable about Securities and Exchange Commission ("SEC") rules and regulations with respect to disclosure and at least one of whom shall be knowledgeable about financial reporting, who can, acting together, approve Disclosure Statements, other than Periodic Reports (each as defined herein) when time does not permit the full Committee to meet. In the event that the General Counsel and Global Group General Counsel are unavailable, they may designate an attorney with an outside law firm to provide advice on their behalf.

C. Secretary. One member of the Committee shall be appointed by the Senior Officers as Secretary. The Secretary shall be responsible for scheduling and presiding over meetings, and preparing agendas and meeting minutes. Any question of interpretation of this Charter or the Committee's procedures shall be determined by any Senior Officer or, in their absence, the Secretary.

D. Meetings. The Committee shall meet as frequently as circumstances dictate to carry out its responsibilities under this Charter, taking into account developments since the most recent meeting, including changes in the Company's organization and business performance and any change in

economic, regulatory or industry conditions. The Committee will meet at least four times per year. Agendas will be developed for each meeting, and minutes will be maintained. It is expected that all meetings will occur in person; however, in certain circumstances one or more members of the Committee may participate by telephone conference, with the same effect as though they were personally present.

### III. Responsibilities

The Committee shall assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by the Company by having responsibility for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

A. Disclosure Policy. Periodically review and obtain approval of a disclosure policy applicable to the Company's operations worldwide, and institute and oversee appropriate training;

B. Controls and Procedures. Establish, monitor and evaluate the effectiveness of the controls and other procedures (which may include procedures currently used by the Company) that are designed to ensure that information required by the Company to be disclosed to the SEC, including the Company's Annual Report on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the "Periodic Reports"), the Company's Current Reports on Form 8-K and other information, including voluntary disclosures, that the Company makes is recorded, processed, summarized and reported accurately and on a timely basis;

C. Disclosure Recommendations. Review all information which is forthcoming through the various internal controls and other processes and procedures to determine what might be recommended to management as being subject to disclosure. In this regard, the quarterly Contingent Liability Report should be made available to all members of the Committee;

D. Disclosure Communications. Assure that the recommendations discussed above are communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such required disclosure;

E. Disclosure Statement Process. Review the process for preparing the final drafts of the Company's (i) Periodic Reports, current reports, proxy statements, information statements, registration statements and any other information filed with the SEC, (ii) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Company's security holders, (iii) correspondence broadly disseminated to shareholders and all presentations to analysts and the investment community, and (iv) presentations to rating agencies and lenders (collectively, the "Disclosure Statements"), and review disclosure policies for the Company's Corporate/Investor Relations website and Investor Relations' social media channels.

F. Materiality. Participate in discussions and make recommendations to the Senior Officers regarding decisions related to the materiality of information and the determination of disclosure obligations with respect to the Disclosure Statements.

G. Senior Management Guidance. Provide guidance to senior management with respect to handling informal contacts by and communications with shareholders, analysts and the investment community, rating agencies, lenders and other third parties;

H. Investor Documents. Review investor plans and schedules;

I. Senior Officer Discussion. Discuss with the Senior Officers all relevant information with respect to the Committee's proceedings, the preparation of the Disclosure Statements and the Committee's evaluation of the effectiveness of the Company's Disclosure Controls; and

J. Other Responsibilities. Perform such other responsibilities as the Senior Officers may assign to the Committee from time to time.

**IV. Outside Advisors**

The Committee may consult with outside legal counsel and independent public accountants from time to time as deemed appropriate by the Committee in discharging its responsibilities. Representatives of such counsel and such accountants, and any other person or persons deemed appropriate by the Committee, may attend Committee meetings upon invitation by the Secretary.

**V. Miscellaneous**

In discharging its duties, the Committee shall have full access to all Company books, records, facilities and personnel, including communication with the Board of Directors, Audit Committee, internal auditors, independent public accountants and internal and outside legal counsel.

Effective: January 2016