

**Solvency statement under section 643 of the Companies Act 2006 ("2006 Act")
made for the purposes of section 642 of the 2006 Act**

Company number: 09458809

Company name: Johnson Controls International Holdings Ltd

Proposal for reduction of share capital and share premium

Johnson Controls International Holdings Ltd (the "**Company**") is proposing that:

- (a) the share capital of the Company be reduced from 12,100,001 (twelve million one hundred thousand and one) ordinary shares of USD \$1.00 to 12,100,000 (twelve million one hundred thousand) ordinary shares of USD \$1.00 by cancelling and extinguishing in full 1 (one) ordinary share of USD \$1.00 by crediting the amount by which the share capital is reduced (being USD \$1.00) to the Company's profit and loss account to be treated as realised profit.
- (b) the share premium account of the Company of USD \$769,999,999 be cancelled and extinguished and be credited to a reserve which is to be treated as realised profit.

Directors' statement

We, the directors named below being all the directors of the Company have formed the opinion for the purposes of section 642 of the 2006 Act that:

- (a) as regards the Company's situation at the date of this statement there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and
- (b) should the winding up of the Company commence within twelve months of the date of this statement the Company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of the winding up. Should the winding up not be commenced within twelve months of the date of this statement, the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

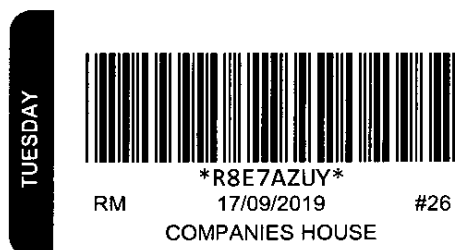
In forming the above opinions we have taken into account all of the Company's liabilities (including any contingent or prospective liabilities).

This statement is made on 16 September 2019

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Mark Ayre
Director


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Peter Schieser
Director

Dated: 16 September 2019



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