

ROCKWELL AUTOMATION, INC.
COMPENSATION AND TALENT MANAGEMENT COMMITTEE CHARTER
(November 4, 2020)

Purpose

The Compensation and Talent Management Committee has been constituted by the Board of Directors to discharge the Board's responsibilities relating to compensation of the Corporation's elected officers ("Officers"), the Corporation's incentive compensation plans and equity-based plans in which Officers participate, talent management, and overall compensation programs.

Composition and Qualifications

The Committee will consist of at least three members of the Board, one of whom will be designated the chair, and each of whom must meet the independence requirements of the New York Stock Exchange ("NYSE"), and, if deemed appropriate, meet the definition of "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934.

Committee members will be appointed by and may be replaced by the Board in its discretion. The Committee will meet as often as necessary or desirable to carry out its responsibilities. The Committee may form and delegate authority to subcommittees when appropriate.

Duties and Responsibilities

The Compensation Committee will:

1. Review and approve the Corporation's overall executive compensation philosophy.
2. Review and approve annual base salaries, incentive compensation, equity awards and other compensation of all Officers, and annually review the salary plan for any other executives who are direct reports to the CEO.
3. Review and approve any proposed employment agreement, severance arrangement or change in control provisions applicable to any Officer. Review and approve any special or supplemental compensation and benefits, including perquisites and separation payments, proposed to be made available to any Officer.
4. Oversee the evaluation process for the Corporation's management. Evaluate the performance of the Corporation's senior executives.
5. Oversee succession and development plans for senior management.
6. Annually review and approve corporate goals and objectives relevant to the compensation of the CEO. Evaluate the Corporation's performance and the CEO's

performance in light of those goals and objectives, and, either as a committee or together with other independent directors (as determined by the Board), determine and approve the CEO's compensation based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee may consider a number of factors, including, but not limited to, the Corporation's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years. The Committee will collaborate with the independent Chairman or Lead Independent Director with respect to the evaluation of the CEO. The Chair of the Committee will review with the Board the evaluation of the performance of the CEO, including review and consideration of the compensation of the CEO. The Chair of the Committee and/or the independent Chairman or Lead Independent Director at the direction of the Chair will communicate the final performance assessment to the CEO.

7. Make recommendations to the Board with respect to the Corporation's incentive compensation and equity-based plans and programs that are subject to Board approval.
8. Administer and interpret the Corporation's incentive, deferred compensation, and long-term incentives plans in which Officers participate pursuant to the terms of the respective plans. Approve all awards to employees under the Corporation's long-term incentives plan directly or through delegation to the CEO under such conditions as may be established by the Committee in accordance with applicable laws and regulations.
9. Oversee the design and competitiveness of the Corporation's overall compensation programs and benefits.
10. Review and discuss with the Corporation's management strategies and initiatives relating to talent management and employee engagement.
11. Have the sole authority to retain, terminate and obtain the advice of any compensation consultant, legal counsel or other adviser to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the adviser's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual. Have direct responsibility for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.
12. Review and assess whether the work of any compensation consultant retained by the Committee raises any conflict of interest and, if so, the nature of the conflict and how it is being addressed.

13. Review and recommend to the Board stock ownership guidelines for Officers and, at least annually, review compliance therewith.
14. Review and discuss the Compensation Discussion and Analysis (“CD&A”) required to be included in the Corporation’s proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (“SEC”) with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
15. Prepare the compensation committee report for inclusion in the Corporation’s proxy statement as required by the rules and regulations of the SEC.
16. Review and assess whether the Corporation’s compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Corporation.
17. Oversee the Corporation's compliance with SEC rules and regulations regarding shareowner approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NYSE that, with limited exceptions, shareowners approve equity compensation plans.
18. Make regular reports to the Board.
19. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Annually review its own performance.