

**ROCKWELL AUTOMATION, INC.**  
**BOARD COMPOSITION AND CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**  
**(October 1, 2018)**

Purpose

The Board Composition and Corporate Governance Committee has been constituted by the Board of Directors (1) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board nominees to fill vacancies in membership of the Board as they occur and, prior to each Annual Meeting of Shareowners, a slate of nominees for election as Directors at such meeting; (2) to develop and recommend to the Board the Guidelines on Corporate Governance applicable to the Corporation; (3) to lead the Board in its annual review of the Board's performance; (4) to review and approve Director compensation; (5) to recommend to the Board the Director nominees for each committee of the Board and the Lead Independent Director; and (6) to review and assess the Corporation's policies and practices with respect to the Corporation's corporate responsibilities, including environmental responsibility, community engagement, and societal matters.

Composition and Qualifications

The Board Composition and Corporate Governance Committee will consist of at least three members, one of whom will be designated the chair and each of whom must meet the criteria for independence required by the New York Stock Exchange (NYSE).

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 Board Composition and Corporate Governance Committee will:

1. Review, evaluate and seek out candidates qualified to become Board members, consistent with criteria approved by the Board, who may be submitted by Directors, officers, employees, shareowners and others for recommendation to the Board of Directors.
2. Develop and periodically reevaluate a list of selection criteria to be approved by the Board and used by the Committee for Board and committee membership. Recommend any proposed changes to the selection criteria to the Board of Directors for approval. (See Exhibit A for the current Board Membership Criteria adopted by the Board of Directors.)

3. Recommend annually to the Board of Directors the Directors for appointment to committees of the Board and the Director to serve as Lead Independent Director. Review annually the independence of each Director and make recommendations to the Board regarding director independence.
4. Establish procedures for the Board Composition and Corporate Governance Committee to oversee the evaluation of the Board of Directors, its committees, and individual Directors, including the Lead Independent Director. Receive comments from all Directors and report annually to the Board of Directors with an assessment of the Board's performance as a whole as well as the contributions of each Director.
5. Review annually and make recommendations to the Board with respect to the compensation of directors, including the Lead Independent Director.
6. Review the leadership structure of the Board. Consider matters of corporate governance and annually review and reassess the adequacy of the Corporation's Guidelines on Corporate Governance and recommend any proposed changes to the Board of Directors for approval.
7. Review and assess the Corporation's policies and practices with respect to matters affecting the Corporation's corporate responsibilities including the matters enumerated below; advise the Board of Directors of its findings; and recommend to management and the Board of Directors, as appropriate, new or revised policies and practices on:
  - diversity and inclusion in the workplace;
  - environmental protection and sustainability;
  - employee health and safety;
  - community relations, including programs and contributions to educational, cultural and other social institutions; and
  - corporate social responsibility, including activities and practices on conducting business responsibly, of being a good corporate citizen, and on engaging with external stakeholders.
8. Administer the Corporation's Related Person Transactions Policy.
9. Review the application of the Corporation's Code of Conduct to the Corporation's president and CEO and senior vice presidents (collectively, "Senior Executive Officers") and Directors, address any misconduct or matters involving a Senior Executive Officer or Director, and report and make recommendations to the Board as to any such matters as appropriate.

10. Have the sole authority to retain and terminate any search firm to be used to identify director candidates and have sole authority to approve the search firm's fees and other retention terms. Have authority to obtain advice and assistance from internal or external legal, compensation, accounting or other advisors.
11. Discuss with management the Corporation's major risk exposures related to corporate governance and the steps management has taken to monitor and control such exposures.
12. Review and recommend to the Board stock ownership guidelines for directors and, at least annually, review compliance therewith.
13. Make regular reports to the Board of Directors.
14. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval. Annually review its own performance.
15. Review and assess the adequacy of the Lead Independent Director Charter annually and recommend any proposed changes to the Board of Directors for approval.

**ROCKWELL AUTOMATION, INC.**  
**BOARD MEMBERSHIP CRITERIA**  
**(Revised October 1, 2018)**

**COMPOSITION**

Since the Board depends both on (i) the character, judgment, objectivity and diverse experience of its individual Directors and (ii) their collective strengths, the Board should be composed of:

1. Directors chosen with a view to bringing to the Board a variety of experience and backgrounds.
2. Directors who have high level managerial experience in a relatively complex organization or are accustomed to dealing with complex problems.
3. Directors who will represent the balanced, best interests of the shareowners as a whole rather than special interest groups or constituencies, while also taking into consideration in assessing the overall composition and needs of the Board such factors as diversity (including race, gender, and age) and specialized expertise in areas critical to oversight of the corporation's strategy, including executive leadership, global business operations, finance, accounting, industrial automation and information, technology, risk management, and governance.
4. A substantial majority of Directors who meet the criteria for independence required by the New York Stock Exchange.

**SELECTION CRITERIA -- INDEPENDENT DIRECTORS**

In considering possible candidates for election as an independent Director, the Board Composition and Corporate Governance Committee and other Directors should be guided by the foregoing general guidelines and by the following criteria:

1. Each Director should be an individual of the highest character and integrity, have experience at or demonstrated understanding of strategy/policy-setting and a reputation for working constructively with others.
2. Each Director should have sufficient time available to devote to the affairs of the Corporation in order to carry out the responsibilities of a Director.
3. Each Director should be free of any conflict of interest which would interfere with the proper performance of the responsibilities of a Director. This excludes from consideration: (i) officers of companies in direct or substantial competition with Rockwell Automation and (ii) major or potential major customers, suppliers or contractors.

## SELECTION CRITERIA -- INSIDE DIRECTORS

As a matter of policy, a substantial majority of the Board will be composed of outside Directors. The Chief Executive Officer is expected to be a Director. If there is a chief operating officer, the Board will consider whether it is appropriate for such person to be a member of the Board. Other members of senior management should not be on the Board.

## CONTINUATION OF SERVICE

1. A director is not to stand for re-election after he or she attains age 72, but a director elected before age 72 may complete his or her term. Exceptions to this policy can be made at the request of the Chairman and with the unanimous approval of the Board. If the Board decides to make an exception, the director can serve for one additional term of up to three years. At the end of such term, the director must tender his or her resignation.
2. An independent Director whose job responsibilities change meaningfully from those at the later of the time of initial appointment or most recent election is expected to offer to resign as a Director. Whether such offer will be accepted by the Board is a matter for discussion at that time.
3. A Chief Executive Officer who retires or resigns from that position is expected to offer to resign as a Director. Whether such offer will be accepted by the Board is a matter for discussion at that time. A former Chief Executive Officer serving on the Board will be considered an inside Director.