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EMERSON ELECTRIC CO.
STATEMENT OF CORPORATE GOVERNANCE PRINCIPLES AND PRACTICES

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THE BOARD OF DIRECTORS

Principle: The Board of Directors is charged with general oversight of Company affairs so that it is run in the best interests of various corporate constituencies: shareholders, employees, vendors, customers and communities in which the Company operates. The Board is composed of members with a mix of skills, talents and backgrounds so the Company's performance, both short and long term, financial and non-financial, as well as the Company's corporate citizenship, are enhanced. The Corporate Governance and Nominating Committee shall review these Corporate Governance Principles and Practices at least annually and propose to the Board of Directors any changes deemed appropriate.

Governance Concepts
Practice of the Emerson Board

1. Size
   The Company is flexible regarding Board size. At least annually, the Corporate Governance and Nominating Committee makes recommendations to the Board with respect to the appropriate size of the Board.

2. Selection
   Proposed members are recommended to the Board by the Corporate Governance and Nominating Committee. Minimum qualifications for Director nominees include, among other criteria as determined by the Board, senior management business experience, or experience in government and/or other relevant organizations. The Company seeks a variety of viewpoints in order to better understand and anticipate changes in the environment in which the Company operates.

3. Independence
   A majority of the Board will be comprised of Directors who meet the criteria for independence set forth in Annex I hereto. The Board shall make an affirmative determination at least annually as to the independence of each Director. The criteria upon which the Board makes such independence determination are set forth in Annex II hereto.

   In addition to the independence criteria set forth in Annex I, Directors appointed to the Audit

Committee must also meet the additional criteria for Audit Committee member independence set forth in Annex III hereto. Directors appointed to the Compensation Committee must also meet the additional criteria for Compensation Committee member independence set forth in Annex IV hereto. The Board makes an affirmative determination at least annually that the members of the Audit Committee and Compensation Committee meet these respective additional criteria.

Directors shall provide any information regarding any relationships with the Company that the Board may request in order to make the required independence determinations for the Board and the Committees thereof.

4. Terms

The Board believes that regular turnover in Board membership is important in order to promote independence and objectivity. While each Director is evaluated each year to determine the appropriateness of renominating the Director for reelection to the Board, the Board believes that even well performing Directors who continue to contribute meaningfully to the Board should not serve indefinitely. The Corporate Governance and Nominating Committee periodically reviews the appropriateness of Director terms and tenure to ensure the presence of diverse viewpoints, experience and ideas on the Board.

Directors may not be elected, or re-elected, after attaining the age of 72, unless the Board of Directors determines that continued service by a Director would be in the best interests of the Company and approves an amendment to the Company's Bylaws specifically allowing the Director to continue serving. Nonemployee Directors may not stand for re-election (i) after the date of such Director's fifteenth anniversary on the Board, or (ii) when such Director's fifteenth anniversary on the Board would occur in the first year of the term for which the Director would be re-elected, unless the Board of Directors determines that continued service by a Director would be in the best interests of the Company and waives this requirement to allow the Director to continue serving.

Each independent Director shall tender his or her resignation to the Chair of the Board (the "Chair") upon leaving his or her principal occupation, in the event of a change in position, or significant change in responsibility, in his or her principal occupation, or if they assume a new principal occupation. Employee Directors shall tender their resignation when their direct employment by the Company ends. The Corporate Governance and Nominating Committee shall tender resignations on behalf of Directors who become incapacitated, as determined solely by the Committee. The Corporate Governance and Nominating Committee shall make a recommendation to the Board as to the appropriate action, if any, to be taken with respect to any tendered resignation.

5. Other Board Service

Directors are restricted from serving on the Boards of other companies where such service would create material actual or potential conflicts or interfere with the Director's ability to fulfill the required duties of an Emerson Board member. All nonemployee Directors shall be limited to serving on three other boards of publicly traded companies. Directors that are employees of the Company shall be limited to serving on one other board of a publicly traded company. The Corporate Governance and Nominating Committee shall evaluate, on at least an annual basis, the outside director time commitments of the Company's Chair or Lead Independent Director. The Chair or Lead Independent director shall, on an annual basis, affirm that he or she is in compliance with the requirements of this section. The Chair has made this affirmation. No Director shall join the Board of another public or private company without the prior approval of the Chair, Chief Executive Officer, the Chair of the Corporate Governance and Nominating Committee and the Company's General Counsel. All Directors must advise the Chair, Chief Executive Officer, the Chair of the Corporate Governance and Nominating Committee and the Company's General Counsel in advance of accepting an invitation to serve on another board (public or private). No Director who serves on the Audit Committee shall serve on the audit committee of more than two other public companies.

6. Compensation
   The Board's compensation is reviewed periodically by the Corporate Governance and Nominating Committee. The Board's compensation is adjusted periodically based on competitive factors and other considerations.

7. Performance
   The Company believes that the best measure of Board effectiveness is the Company's performance record, financial and non-financial, and its commitment to high ethical standards and meaningful corporate governance policies. The Board and each Committee thereof, led by the Corporate Governance and Nominating Committee, shall establish procedures for and conduct an annual self-evaluation of performance.

8. Classification
   The Board is divided into three classes, with one class elected each year for a term of three years, which provides for continuity and stability.

9. Leadership
   The Company remains flexible, having combined the functions of the Chair with those of the Chief Executive Officer as well as having separated these positions. Consistent with past practice, if those functions are combined the Company anticipates designating a Lead Independent Director. In 2021, the Board determined to separate the roles of the Chief Executive Officer and the Chair of the Board and to elect an independent Chair. The Chair's authority, roles, and responsibilities include the following:
   - Preside at all shareholder and Board meetings, including executive sessions of independent or non-management Directors,
   - May call Board meetings and meetings of independent or non-management Directors
   - Key liaison between the Chief Executive Officer and non-management Directors
   - As requested by the Company, available for consultation and direct communication with major shareholders
   - Serve as Chair of the Executive Committee
   - Such other duties as the Board may prescribe

10. Cumulative Voting
    The Company expects that each Director represents all the shareholders, and none represents a special constituency, as is possible under cumulative voting. Therefore, the Company does not allow cumulative voting of shares.

11. Orientation and Education
    Management, working with the Corporate Governance and Nominating Committee, provides an orientation process for new Directors, including background material on the Company and its business. As appropriate, management periodically prepares additional educational sessions for Directors on matters relevant to the Company and its business. Development of

all orientation and continuing education is overseen by the Corporate Governance and Nominating Committee.

BOARD OPERATIONS

Principle: The Board organizes and conducts its activities to effectively receive information from, provide inputs to, and exercise oversight of Company management. The culture of the Company encourages open communication between the Directors and management at all levels, in both formal and informal settings.

Governance Concepts
Practice of the Emerson Board

1. Board Meetings; Access
   The Board has regular meetings each year and special meetings as necessary. Directors are notified in advance of each meeting and sent the prior meeting's minutes, the upcoming agenda, regular financial and other reports and explanatory materials. Additional explanatory materials are made available at the meeting. The Company regularly involves management in Board meetings and related events. Directors are encouraged to talk with members of management on any issue relating to the Company. All Directors are free to discuss matters among themselves.

2. Non-Management Director Meetings
   The Company's non-management Directors periodically schedule and hold executive sessions in which management does not participate. These meetings will take place at such times as the Chair or a majority of the non-management Directors may deem appropriate. The Chair and the other non-management Directors determine the length, topics of discussion and procedures for these meetings. The Company publicly discloses in its annual proxy statement a procedure for interested parties to communicate directly and confidentially with the Company's non-management Directors.

   If, in any year, one or more of the non-management directors is not independent pursuant to the rules of the New York Stock Exchange, as set forth in Annex I hereto, the independent, non-management directors shall hold at least one executive session in which only such independent, non-management Directors participate.

3. Succession Planning
   The Board is regularly briefed by the Chair and/or the Chief Executive Officer on succession planning at least annually in executive session with only non-management Directors. The subject of management development is discussed at these meetings, which includes CEO selection and performance review, and policies regarding succession in the event of an emergency or the resignation, incapacity or retirement of the CEO.

4. Committees
   In order to provide sustained, specialized and in-depth oversight in certain areas, the Board has established five Board Committees: Audit, Compensation, Corporate Governance and Nominating, Executive and Finance.

   Committee memberships are recommended by the Corporate Governance and Nominating Committee and appointed annually by the full Board. There is no set Committee rotation. The Committee Chairs, with recommendations from management, set the agendas for Committee meetings. Committee meeting agendas are distributed in advance, explanatory materials are distributed in advance or at the Committee meetings, as appropriate, and appropriate members of management (and any advisors when appropriate) regularly attend Committee meetings to make presentations and answer Directors' questions.

Committee Chairs report to the full Board on deliberations and decisions by their respective Committees.

This Committee structure is flexible and is set by the Board; it can be changed as needed to meet the needs of the Board and the Company.

The Executive Committee exercises Board powers (within limitations) between Board meetings when required.

The Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee are composed of independent Directors as defined in Annex I. Audit Committee members also meet the additional independence criteria set forth in Annex III. The Compensation Committee members also meet the additional independent criteria set forth in Annex IV. The Audit Committee regularly meets with inside and independent auditors and has open communication links to both as required by its Charter.

Committee members are appointed by the Board after taking into account, among other things, the experience and expertise of the individual Directors and the needs of the Company. Each Committee has its own charter. The charters set forth the purposes, goals and responsibilities of the Committees, Committee structure and operations and Committee reporting to the Board. The charters provide that each Committee will annually evaluate its performance.

5. Director Responsibilities

The Board is elected by shareholders to provide oversight and strategic guidance to senior management. The core responsibility of the Board is to exercise its fiduciary duty to act diligently and in the best interests of all the Company's shareholders, not to any special constituency of shareholders, and other corporate constituencies. The Board selects and oversees the members of senior management, to whom the Board delegates the authority and responsibility for the conduct of the day-to-day operations of the business.

Directors are expected to attend Board meetings and meetings of Committees on which they serve, to ask questions, to engage in discussion, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

The Chair, in conjunction with the Chief Executive Officer and the Secretary, establishes the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda and to raise at any Board meeting subjects that are not on the agenda.

The Company will purchase directors' and officers' liability insurance to provide for indemnification for actions taken in the scope of the Director's duties, to the extent permitted by law and as required under the Company's Articles of Incorporation and Bylaws.

6. Director Access to Officers, Employees and Independent Advisors

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO or the Secretary or directly by the Director. Any such contact should be done in a way that is not disruptive to the business operations of the Company.

Executive officers and other members of senior management who report directly to the CEO may be present at Board meetings at the invitation of the Board. The Board encourages executive officers and senior management to make presentations and to include in discussion at Board meetings managers and other employees who (1) provide insight into matters being discussed or (2) are individuals with high potential whom executive officers and senior management believe the Directors should have the opportunity to meet and evaluate.

The Board and each Committee thereof have the power to hire independent advisors as they may deem necessary or appropriate.

7. Funding
   The Company provides adequate funding for the operation of the Board and the Committees thereof. Such funding includes amounts for payment of Director fees and benefits and the payment of the independent auditor and any other independent legal, financial or other advisors as the Board or any Committee thereof deems necessary or appropriate.

BOARD OVERSIGHT OF MANAGEMENT
<u>Principle</u>: Company management reports to the Board. The Board is responsible to shareholders and the Company's other corporate constituencies for overseeing the performance of management and the performance of the Company. The Board regularly reviews management's performance, and management compensation strongly reflects individual and Company performance.

Governance Concepts
Practice of the Emerson Board

1. Compensation
   The Board's Compensation Committee annually reviews management's recommendations with regard to individual performance, and sets compensation for top managers.

   The Compensation Committee annually reviews the CEO's performance and establishes his/her goals and compensation.

   The Compensation Committee reviews and approves awards of longer term compensation, such as performance shares, stock options and restricted shares. Equity-based compensation plans are approved by the shareholders as required by the rules of the New York Stock Exchange.

2. Reporting
   Management regularly reports to the Board or a Committee on the performance (financial and non-financial) of the Company's operations and on additional matters of interest to the Board or Committee. The Chief Executive Officer and the Secretary shall review/consult with the Chair, regarding the information to be sent to the Board.

SHAREHOLDER RELATIONS
<u>Principle</u>: The Board and management recognize their obligation to maximize long term shareholder value. The Company believes that shareholders should be furnished information on the Company's performance and should have access to management and the Board to discuss

performance and longer-term strategies.

Governance Concepts
Practice of the Emerson Board

1. Information; Access
   The shareholders meet annually. At the Annual Meeting, Company information is presented, and shareholders are given the opportunity to ask appropriate questions of management, Directors, or the representatives of the Company's independent auditors.

   Company financial results are released quarterly. The Company discusses its quarterly earnings in a web cast presentation to analysts that is accessible to the public. Charters for the various Committees of the Board, the Company's Corporate Governance Principles and Practices and the Company's various codes of ethics are posted on the Company's website. In addition, the Company makes periodic special presentations by management available to the public via posting on the Company website. Other significant developments are announced periodically and/or posted on the Company's website as they occur.

2. Change of Control Proposals
   The Company has in place several measures, including a super-majority charter provision, so that a party proposing a change of control cannot exert undue pressure on shareholders, must negotiate with the Board, and cannot subject Company shareholders to unfair or manipulative practices, all so that the Board may protect the interests of all shareholders, including, where appropriate, negotiating the best price and terms, in the unlikely event of a change-of-control situation.

3. Shareholder Communications with the Board
   The Company has in place procedures for shareholders to communicate with the Board and individual Directors. The Secretary of the Company shall provide a copy of such procedures to any shareholder upon request.

Annex I

Director Independence Criteria

In order to be considered independent, a Director must meet the independence requirements of the New York Stock Exchange ("NYSE"). If the NYSE modifies its independence requirements, these Independence criteria shall be deemed modified to conform to such requirements. A person who has any material relationship with the Company either directly or as a partner, shareholder or officer of another organization that has a material relationship with the Company cannot be considered an independent Director. For each newly appointed Director and on an annual basis for each returning Director, the Board shall affirmatively determine whether such a material relationship exists. The Board discloses this determination in the Company's annual proxy statement. In making a determination regarding a proposed Director's independence, the Board considers all relevant facts and circumstances, including the Director's commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships.

Persons meeting the following criteria cannot be considered independent directors:

i. a director who is an employee, or whose immediate family member is an executive officer, of the company, is not independent until three years after the end of such employment relationship; provided that employment as an interim CEO or other executive officer shall not disqualify a director from being independent after the end of such employment;

ii. a director who receives, or whose immediate family member receives, more than $120,000 in any twelve month period in direct compensation from the listed company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), is not independent until three years after the end of the twelve month period in which he or she last received more than $120,000 in such compensation provided that compensation for former service as an interim CEO or other executive officer and compensation received by an immediate family member for service as a non-executive officer of the listed company need not be considered in determining independence under this test.

iii. a director who is, or whose immediate family member is, a current partner of a firm that is the company's internal or external auditor, a director who is a current employee of such a firm, a director whose immediate family member is a current employee of such a firm and personally works on the company's audit, and a director who was, or whose immediate family member was, within the last three years a partner or employee of such a firm and personally worked on the company's audit;

iv. a director who is, or whose immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the listed company's present executives at the same time serve or served on that other company's compensation committee is not "independent" until three years after the end of such service or the employment relationship; and

v. a director who is an employee, or whose immediate family member is an executive officer, of another company that makes payments to, or receives payments from, the listed company for property or services in an amount which, in any fiscal year, exceeds the greater of $1 million, or 2% of such other company's consolidated gross revenue is not independent until three years after falling below such threshold. An immediate family member includes spouses, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brother and sisters-in-law and anyone (other than employees) who resides in such person's home.

Annex II

Emerson Director Independence Standards

In order to be considered independent under the rules of the New York Stock Exchange, the Board must determine that a director does not have any direct or indirect material relationship with Emerson Electric Co. ("Emerson"). The Board has established the following guidelines to assist it in determining director independence under the NYSE rules. Any Director who meets the following standards will be deemed independent by the Board:

1. The Director was not employed by Emerson, and no immediate family member of the Director was employed by Emerson as an executive officer, within the preceding three years;

2. The Director is not a partner or employee of Emerson's independent auditor, and no immediate family member of the Director is a partner of Emerson's independent auditor, or is employed by such auditor and personally works on Emerson's audit, and neither the Director nor any immediate family member has been within the preceding three years a partner of or employed by Emerson's independent auditor and has personally worked on Emerson's audit within that time;

3. Neither the Director nor any immediate family member of the Director was employed as an executive officer by any company at the same time any Emerson executive officer served as a member of such company's compensation committee within the preceding three years;

4. Neither the Director, nor any member of the Director's immediate family received in any twelve-month period during any of Emerson's last three fiscal years direct compensation in excess of $120,000 from Emerson other than regular director compensation, pension and other deferred payments that are not in any way contingent on continued service to Emerson, and compensation received by an immediate family member for service as a non-executive officer of Emerson;

5. If the Director is an employee of, or if any immediate family member is an executive officer of, another organization that does business with Emerson, the annual sales to, or purchases from, Emerson by such company in each of the last three fiscal years were less than the greater of two percent of the annual revenues of such company or $1,000,000;

6. If the Director is an executive officer of another organization which is indebted to Emerson, or to which Emerson is indebted, the total amount of either company's indebtedness to the other is less than two percent of the total consolidated assets of the company the Director serves as an executive officer;

7. If the Director is, or is a director, executive officer or greater than 10% owner of an entity that is, a paid advisor, paid consultant or paid provider of professional services to Emerson, any member of Emerson's senior management or any immediate family member of a member of Emerson's senior management, the amount of such payments is less than the greater of 2% of such entity's annual revenues or $1,000,000 during Emerson's current fiscal year;

8. If the Director is a partner, principal or counsel in a law firm that provides professional services to Emerson, the amount of payments for such services is less than the greater of 2% of such law firm's annual revenues or $1,000,000 during Emerson's current fiscal year;

9. If the Director serves as an officer, director or trustee of a charitable organization to which Emerson makes contributions: (i) Emerson's discretionary contributions to such organization are less than the greater of two percent of such organization's total annual charitable receipts or $1 million; (ii) Emerson's contributions are normal matching charitable gifts and similar programs available to all employees and independent directors; or (iii) the charitable donation goes through the normal corporate charitable donation approval processes, and is not made "on behalf of" a Director;

10. The Director's ownership of Emerson stock, direct or indirect, is less than 1% of the total outstanding Emerson stock;

11. If the Director is affiliated with, or provides services to, an entity in which Emerson has an ownership interest, such ownership interest is less than 20%; and

12. Any other relationship between the Director and Emerson not covered by the standards set forth above is an arrangement that is usually and customarily offered to customers of Emerson.

If any relationship exists between Emerson and any Director that is not addressed by the standards set forth above, the Directors meeting these standards shall determine whether such relationship impairs the independence of such Director.

Annex III

Additional Audit Committee Independence Criteria

Fees for service as a member of the Board of Directors or the Committees thereof are the only compensation which members of the Audit Committee may receive from the Company. Audit Committee members may not receive any fees for services as a consultant or legal or financial advisor. Disallowed compensation includes compensation paid to a Director's spouse, minor children or stepchildren, or children or stepchildren sharing a home with the Director. Disallowed compensation also includes compensation paid to a firm in which a Director is a partner, member or executive officer or other officer holding a similar position, and which provides accounting, consulting, legal, investment banking or financial advisory services to the Company or a subsidiary, even if the Director is not the actual service provider.

No member of the Audit Committee may be an "affiliated person" of the Company or any subsidiary, as such term is defined by the SEC.

Annex IV

Additional Compensation Committee Independence Criteria

The Board must consider all relevant factors to determine whether a Director has a relationship to the Company which is material to that Director's ability to be independent from management in connection with the duties of a Compensation Committee member, including: sources of compensation of such Director, including any consulting, advisory, or other compensatory fee paid by the Company to the Director; and whether the Director is affiliated with the Company, a subsidiary of the Company, or an affiliate of the Company. The Board should also consider payments to or affiliations with persons or organizations with which the Director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships.