


## ROCKWELL AUTOMATION INC.

MEETING DATE	Tue, 05 Feb 2019 17:30	TYPE	AGM	ISSUE DATE	Thu, 24 Jan 2019
MEETING LOCATION	Rockwell Automation Global Headquarters, 1201 South Second Street, Milwaukee, WI 53204				
CURRENT INDICES	S&P500				
SECTOR	Measuring and controlling devices, not elsewhere classified				

PROPOSALS		ADVICE
<b>A.01</b>	<b>Elect Blake D. Moret</b> Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.	<b>Withhold</b>
<b>A.02</b>	<b>Elect Thomas W. Rosamilia</b> Independent Non-Executive Director.	<b>For</b>
<b>A.03</b>	<b>Elect Patricia A. Watson</b> Independent Non-Executive Director.	<b>For</b>
<b>B</b>	<b>Appoint the Auditors</b> Deloitte proposed. Non-audit fees represented 0.18% of audit fees during the year under review and 0.18% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. Triodos opposes this resolution.	<b>Oppose</b>
<b>C</b>	<b>Advisory Vote on Executive Compensation</b> The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. Minimum vesting of one-third per year over three years for options, which is not considered to be sufficiently long term, and three years for restricted stock and performance shares. There is no disclosure of a definition for 'good reason'. Potential severance payments are considered to be excessive. The Company does not have an appropriate clawback policy in place as it only allows for the recoupment of payment if in the event of financial misconduct by an officer. The compensation rating is: BDE. Based on this rating, Triodos opposes this resolution.	<b>Oppose</b>

### SUPPORTING INFORMATION FOR RESOLUTIONS

#### Proposal C - Advisory Vote on Executive Compensation

**Disclosure: B-** For fiscal 2018, the Compensation Committee determined that no payments were to be made under the cash bonus plan if Adjusted Earnings Per Share (EPS) was less than the previous year's results. Metrics used to determine awards under the plan are: Sales, Adjusted EPS, Return on Invested Capital, Segment Operating Earnings and Free Cash Flow. Sales, Adjusted EPS and Free Cash Flow are non-GAAP financial measures, which is a concern

as it does not permit the assessment of the challenging nature of performance targets. The Company granted stock options, performance shares and restricted stock at approximately 45%, 40% and 15% of the total long-term incentive value, respectively. The payouts of performance shares granted were made in shares of common stock or cash, and ranged from zero to 200% of the target number of shares awarded based on relative total shareholder return compared to the companies in the S&P 500 Index over a three-year period. There is good disclosure of performance targets related to the long-term incentive plan.

**Balance: D-** Minimum vesting of one-third per year over three years for options, which is not considered to be sufficiently long term, and three years for restricted stock and performance shares. Executive compensation is in-line with peer group averages and companies of a similar market capitalisation, which is welcomed.

**Contract: E-** There is no disclosure of a definition for 'good reason'. Potential severance payments are considered to be excessive. The Company does not have an appropriate clawback policy in place as it only allows for the recoupment of payment if in the event of financial misconduct by an officer.

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