

**ROCKWELL AUTOMATION, INC.**  
**COMPENSATION AND MANAGEMENT DEVELOPMENT**  
**COMMITTEE CHARTER**  
**(June 2, 2011)**

Purpose

The Compensation and Management Development Committee has been constituted by the Board of Directors to discharge the Board's responsibilities relating to compensation of the Corporation's officers and the Corporation's incentive compensation plans and equity-based plans.

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 criteria for independence required by the New York Stock Exchange, and, if deemed appropriate, meet the definition of "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

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 and Management Development 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 benefits, including perquisites and separation payments, proposed to be made available to any officer.
4. Oversee the evaluation process for the Corporation's management. The Committee will evaluate the performance of the Corporation's senior executives and review management development and succession plans for the CEO and other senior executives.
5. 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 shareowner return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

6. Review the design and competitiveness of and make recommendations to the Board with respect to non-CEO executive officer compensation, and the Corporation's incentive compensation and equity-based plans and programs that are subject to Board approval.
7. Administer and interpret the Corporation's incentive, deferred compensation, and long-term incentives plans pursuant to the terms of the respective plans.
8. Have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or senior executive compensation and have sole authority to approve the consultant's fees and other retention terms. Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
9. Review and recommend to the Board stock ownership guidelines for officers and, at least annually, review compliance therewith.
10. 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.
11. Prepare the compensation committee report for inclusion in the Corporation's proxy statement as required by the rules and regulations of the SEC.
12. 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. Discuss with management the Corporation's major risk exposures related to management development and succession planning for senior executives and the steps management has taken to monitor and control such exposures.
13. Make regular reports to the Board.
14. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval. Annually review its own performance.