

November 2, 2015

In 2011, Emerson received a stockholder proposal requesting that the Company take the necessary steps to declassify its Board of Directors. The proponents noted that declassifying the Board would increase Director accountability and Company value while having no impact on Board stability or continuity. This proposal received support from 77% of voted shares at Emerson's 2012 Annual Meeting.

After careful consideration of the proponent's arguments, and in response to the stockholder vote, in 2013 Emerson's Board of Directors unanimously recommended that stockholders vote in favor of an amendment to the Company's Articles of Incorporation to declassify the Board of Directors. A large majority of outstanding shares were voted in favor of this proposal, but it fell significantly short of the 85% vote of outstanding shares required by our Articles of Incorporation for an amendment of this type (which itself cannot be changed by other than an 85% vote).

If not for this 85% vote requirement, the Board anticipates that it would resubmit to its stockholders a proposal to declassify the Board, and again recommend that stockholders vote in favor of the proposal. Because the vote requirement makes adoption of this amendment highly improbable, however, the Company believes that continuing to recommend its approval will not change the previous result.