

Emerson Chief Executive and Senior Financial Officers Code of Ethics

This Emerson Chief Executive and Senior Financial Officer Code of Ethics (“Financial Code”) has been adopted by the Company’s Board of Directors (“Board”) and summarizes the standards applicable to the Chief Executive Officer, the Chief Financial Officer, the Chief Accounting Officer and the Controller (“Senior Officers”). This Financial Code supplements and is in addition to the Emerson Code of Business Ethics and Conduct.

As a public company, it is of critical importance that Emerson’s filings with the Securities and Exchange Commission and others be accurate and timely. The Senior Officers bear a special responsibility for promoting integrity throughout the organization, with responsibilities to stakeholders both inside and outside of the Company. The Senior Officers have a special role both to adhere to these principles themselves, and also to ensure that a culture exists throughout the Company as a whole that ensures the fair, timely and accurate reporting of Emerson’s financial results and condition.

Because of this special role, the Senior Officers are bound by this Financial Code to:

- Act with honesty and integrity, practice and promote ethical conduct, and disclose to the General Counsel, the Board or its Corporate Governance and Nominating Committee (the “Committee”) any material transaction or relationship that reasonably could be expected to give rise to actual or apparent conflicts of interest between any Senior Officer’s personal and professional relationships.
- Provide information that is complete, objective, relevant, and otherwise necessary to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that Emerson files with, or submits to, the Securities and Exchange Commission or others, and in other public communications made by the Company.
- Comply with applicable laws, rules, standards, best practices and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory, listing and standard-setting agencies.
- Avoid any breach of fiduciary duty, any self-interested transactions with the Company or any unit, and promptly report to the General Counsel, the Board or the Committee any conduct that he or she believes is or may be in violation of law, regulations, business ethics or of any provision of this Financial Code, including any transaction or relationship that reasonably could be expected to give rise to such a violation.

Any waiver of or amendment to this Financial Code may only be made by the Board and will be promptly disclosed in accordance with applicable laws, rules and regulations. Requests for waivers of any provision of this Financial Code must be made in writing to the Board.

If a Senior Officer is faced with a difficult ethical decision or has doubts as to the appropriate course of action in a particular situation, he or she should consult with the General Counsel, the Board or the Committee. Each Senior Officer will be held accountable for adherence to this Financial Code. Violations of this Financial Code, including failures to report actual or potential violations by others, will be viewed by Emerson as a severe disciplinary matter that may result in a personnel action, up to and including termination of employment. If a Senior Officer believes that a violation of this Financial Code has occurred, he or she is required to promptly inform the Board or the Committee.