

FINANCE COMMITTEE CHARTER

Member Qualification and Selection

The Finance Committee and its Chair shall be appointed by the Board of Directors, to serve at the discretion of the Board, and shall be comprised of at least three directors.

Meetings

The Committee shall meet regularly, or more frequently as the Committee as a whole or the Chair may from time to time determine to be appropriate. At all meetings of the Committee a majority of the Committee members shall be necessary to constitute a quorum for the transaction of business. Members of the Committee may participate in meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting. The Committee may also act as otherwise permitted by law or the Company's Bylaws.

Statement of Policy

The Committee shall advise the Board with respect to the Board's responsibilities for oversight of the Company's financial affairs, of the Company's retirement plans, and of the Emerson Charitable Trust and charitable contributions made directly by the Company.

Responsibilities and Processes

1. Finance

- Study and consider financial matters affecting the operations of the Company, including its long-range financing requirements and strategy, its capital structure (equity/debt mix), its dividend and share repurchase policies, its short-term investment policy and its hedging strategies for currency, commodities and interest rate exposures, and shall advise the Board with respect thereto; and

2. Retirement Plans

- The Committee shall be responsible for oversight of (i) the investment management of the defined benefit and defined contribution plans of the Company, its subsidiaries and its divisions (the "Plans"), and (ii) funding of the qualified defined benefit Plans.
- The Committee may delegate the above Plan responsibilities to the Emerson Retirement Plan Management Review Committee (the "Management Review Committee"). The members of the Management Review Committee shall be selected by the Committee. The Management Review Committee shall review its activities with the Committee at least annually, including its evaluation of the management and investment performance of the Plans and the funded status of the qualified defined benefit Plans.

- Except for the responsibility of Board oversight of the activities of the Committee, and except for the responsibilities of the Compensation Committee with respect to the Plans as set forth in its Charter, no other member of the Board shall have any responsibility with respect to the Plans.

3. Charitable Contributions

- The Committee shall serve as the Trust Distribution Committee for the Emerson Charitable Trust ("Trust") and shall approve the Company's annual contributions to the Trust, approve direct contributions by the Company and contributions by the Trust, authorize and direct the Trustee of the Trust, review policies governing the Company's Matching Gifts Program, and amend the Trust as appropriate.
- The Committee may, when appropriate in its discretion, delegate responsibility to specified officers of the Company to review and approve contributions by the Trust and direct contributions by the Company up to a specified level.

4. Other Matters

- The Committee and its members shall have unrestricted access to management. The Committee shall have sole discretion, in its areas of responsibility, at Company expense, to retain and terminate independent advisors, including sole authority to approve the fees and retention terms for such advisors, if it shall determine the services of such advisors to be necessary or appropriate. Should any member of the Committee believe that participation of management or independent advisors in any discussion of a particular subject at any meeting would be advisable, they are free to make such request.
- The Committee may, when appropriate in its discretion, delegate authority with respect to specific matters to one or more members, provided that all decisions of any such members are presented to the full Committee at its next scheduled meeting.

Reports to the Board and Performance Evaluation

The Committee shall report to the Board of Directors regularly regarding issues that arise in connection with the performance of its responsibilities outlined herein. The Committee shall review and reassess the adequacy of this Charter at least annually and obtain the approval of the Board of Directors for any proposed change to the Charter. The Committee shall conduct an annual evaluation of its performance pursuant to procedures established by the Corporate Governance and Nominating Committee.