

2022 Annual General Meeting of Shareholders

# Proxy Statement & Notice of Meeting



*Powering Business Worldwide*

## OUR VISION

To improve the quality of life and the environment through the use of power management technologies and services.

## LEADERSHIP ATTRIBUTES

Our culture and what we value are represented in the attributes of all Eaton employees.

- **Ethical:** We are ethical. We play by the rules and act with integrity.
- **Passionate:** We are passionate. We care deeply about what we do. We set high expectations and we perform.
- **Accountable:** We are accountable. We seek responsibility and take ownership. We do what we say.
- **Efficient:** We are efficient. We value speed and simplicity.
- **Transparent:** We are transparent. We say what we think. We make it okay to disagree.
- **Learner:** We learn. We are curious, adaptable and willing to teach what we know.

# Notice of Eaton Corporation plc's Annual General Meeting

## MEETING AGENDA:

1. Electing the 12 director nominees named in the proxy statement;
2. Approving the appointment of Ernst & Young as independent auditor for 2022 and authorizing the Audit Committee of the Board of Directors to set its remuneration;
3. Approving, on an advisory basis, the Company's executive compensation;
4. Approving a proposal to grant the Board authority to issue shares under Irish law;
5. Approving a proposal to grant the Board authority to opt-out of pre-emption rights under Irish law;
6. Authorizing the Company and any subsidiary of the Company to make overseas market purchases of Company shares;
7. Approving (a) a capitalization and (b) related capital reduction to create distributable reserves under Irish Law; and
8. Transacting any other business that may properly come before the meeting.

Proposals 1, 2, 3, 4, 6 and 7(a) are ordinary resolutions requiring a simple majority of the votes cast at the meeting or by proxy. Proposals 5 and 7(b) are special resolutions requiring the affirmative vote of at least 75% of the votes cast at the meeting or by proxy. Each proposal is more fully described in the accompanying proxy statement.

Also during the meeting, management will present Eaton's Irish Statutory Accounts for the fiscal year ended December 31, 2021 along with the related directors' and auditor's reports.

If you hold your shares through a broker, bank or other nominee in "street name" (instead of as a registered holder) and you wish to vote during the Annual General Meeting, you will need a legal proxy from your broker, bank or other nominee that you must follow for your shares to be voted.

By order of the Board of Directors,



**Nigel Crawford**  
Vice President and Secretary  
March 18, 2022

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**Date:** April 27, 2022

**Time:** 9:00 a.m. local time

**Location:** Eaton House  
30 Pembroke Road  
Dublin 4, Ireland

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**Record date:** February 28, 2022

Online proxy delivery and voting: As permitted by the Securities and Exchange Commission, we are making this proxy statement, the Company's annual report to shareholders and our Irish statutory accounts available to our shareholders electronically via the Internet. We believe electronic delivery expedites your receipt of materials, reduces the environmental impact of our Annual General Meeting and reduces costs significantly. The Notice Regarding Internet Availability of Proxy Materials (the "Notice") contains instructions on how you can access the proxy materials and how to vote online. If you received the Notice by mail, you will not receive a printed copy of the proxy materials unless you request one in accordance with the instructions provided in the Notice. The Notice has been mailed to shareholders commencing on March 18, 2022.

## YOUR VOTE IS IMPORTANT. WE ENCOURAGE YOU TO VOTE.

If possible, please vote your shares using the Internet instructions found in the Notice. Alternatively, you may request a printed copy of the proxy materials and mark, sign, date and mail your proxy form in the postage-paid envelope that will be provided. Voting by any of these methods will not limit your right to vote in person at the Annual General Meeting. **Under New York Stock Exchange rules, if you hold your shares in "street name" through a brokerage account, your broker will NOT be able to vote your shares on non-routine matters being considered at the Annual General Meeting unless you have given instructions to your broker prior to the meeting on how to vote your shares. Proposals 1, 3 and 7 are not considered routine matters under New York Stock Exchange rules. This means that you must give specific voting instructions to your broker on how to vote your shares so that your vote can be counted.**

**Important Notice Regarding Internet Availability of Proxy Materials for the Annual General Meeting of Shareholders to be held on April 27, 2022: This proxy statement, the Company's 2021 Annual Report to Shareholders and our Irish Statutory Accounts for the year ended December 31, 2021 are available at [www.proxyvote.com](http://www.proxyvote.com).**

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# Proxy Summary

This summary provides an overview of the items that you will find elsewhere in this proxy statement. We encourage you to read the entire proxy statement for more information about these topics before voting.

**This proxy statement, Eaton’s annual report for the year ended December 31, 2021 and our Irish Statutory Accounts for the year ended December 31, 2021 will be made available or sent to shareholders commencing on or about March 18, 2022.**

Throughout this proxy statement, all references to our Board of Directors or officers for periods prior to November 30, 2012, are references to the Board of Directors or officers of Eaton Corporation, our predecessor. Similarly, all references to the Company for such periods refer to Eaton Corporation.

## MEETING AGENDA VOTING MATTERS

This year there are seven proposals on the agenda. Adoption of Proposals 1, 2, 3, 4, 6 and 7(a) requires the affirmative vote of a majority of the votes cast in person or by proxy. Adoption of Proposals 5 and 7(b) requires the affirmative vote of at least 75% of the votes cast in person or by proxy.

| Proposals  | Board Voting Recommendations | Page |
|--|------------------------------|------|
| <b>Proposal 1</b><br>To elect the 12 director nominees named in this Proxy Statement   | ✓ FOR each nominee           | 6    |
| <b>Proposal 2</b><br>To appoint Ernst & Young as independent auditor for the 2022 fiscal year and to authorize the Audit Committee to set the auditor fees | ✓ FOR                        | 24   |
| <b>Proposal 3</b><br>To approve, on an advisory (non-binding) basis, our named executive officers’ compensation as described in this Proxy Statement       | ✓ FOR                        | 26   |
| <b>Proposal 4</b><br>To grant the Board authority to issue shares under Irish law  | ✓ FOR                        | 66   |
| <b>Proposal 5</b><br>To grant the Board authority to opt-out of pre-emption rights under Irish law   | ✓ FOR                        | 67   |
| <b>Proposal 6</b><br>To authorize the Company and any subsidiaries of the Company to make overseas market purchases of Company shares                      | ✓ FOR                        | 69   |
| <b>Proposal 7</b><br>To approve (a) a capitalization and (b) related capital reduction to create distributable reserves under Irish Law                    | ✓ FOR                        | 71   |

## BOARD AND GOVERNANCE FACTS

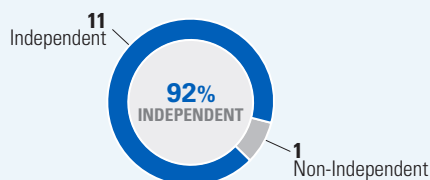
In addition to executive compensation practices that strongly link pay and performance, Eaton’s Code of Ethics and Board of Directors Governance Guidelines help to ensure that we “do business right.” For more information about our governance programs and Board of Directors, see Proposal 1 beginning on page 6.

| Board and Governance Information                              | 2021 | Board and Governance Information   | 2021 |
|---|------|--|------|
| Size of Board   | 12   | Independent Directors Meet without Management Present                              | Yes  |
| Average Age of Directors (as of Annual General Meeting)       | 62.7 | Director Stock Ownership Guidelines  | Yes  |
| Number of Independent Directors                               | 11   | Mandatory Retirement Age   | Yes  |
| Directors that are gender or racially/ethnically diverse      | 8    | Proxy access rights for shareholders   | Yes  |
| Number of new Directors added in the last three years         | 5    | Holders of 10% of the outstanding stock may call a special meeting of shareholders | Yes  |
| Board Meetings Held in 2021 (average Director attendance 97%) | 5    | Board Orientation and Continuing Education Program                                 | Yes  |
| Diverse Board committee chairs                                | Yes  | Board-level oversight of Environmental, Social & Governance (ESG) matters          | Yes  |
| Annual Election of All Directors                              | Yes  | Code of Ethics for Directors, Officers and Employees                               | Yes  |
| Majority Voting for Directors                                 | Yes  | Succession Planning  | Yes  |
| Lead Independent Director                                     | Yes  | Sustainability Reporting: SASB, TCFD and GRI                                       | Yes  |

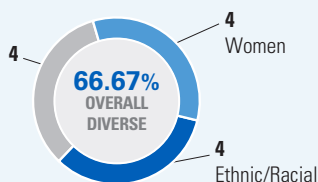
Tenure Balance



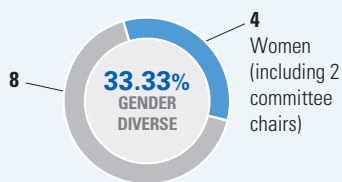
Independence



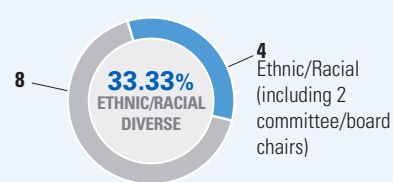
Overall Diversity



Gender Diversity



Ethnic/Racial Diversity



## DIRECTOR NOMINEES

Each director nominee is elected annually by a majority of votes cast. For more information about our nominees, see pages 6 through 11 of this proxy statement.

| Name   | Director Age | Director Since | Independent | Board Committee Memberships |                             |                          |         |            | Other Public Company Boards | Diversity | Gender or Ethnic / Racial Diversity |                         |
|--|--------------|----------------|-------------|-----------------------------|-----------------------------|--------------------------|---------|------------|-----------------------------|-----------|-------------------------------------|-------------------------|
|  |              |                |             | Audit                       | Compensation & Organization | Executive <sup>(1)</sup> | Finance | Governance |                             |           |                                     | Innovation & Technology |
| <b>Craig Arnold</b><br>Chairman, Eaton Corporation plc and Chief Executive Officer, Eaton Corporation                              | 61           | 2015           |             |                             |                             | ●                        |         |            |                             | 1         | ✓                                   | Ethnic / Racial         |
| <b>Christopher M. Connor</b><br><b>Lead Director</b><br>Retired Chairman and Chief Executive Officer, The Sherwin-Williams Company | 65           | 2006           | ✓           |                             | ■                           | ■                        |         | ■          |                             | 2         |                                     |                         |
| <b>Olivier Leonetti</b><br>Executive Vice President and Chief Financial Officer, Johnson Controls International plc                | 57           | 2019           | ✓           | ■                           |                             |                          | ■       |            | ■                           | 0         |                                     |                         |
| <b>Deborah L. McCoy</b><br>Independent aviation safety consultant  | 67           | 2000           | ✓           | ■                           |                             |                          |         | ■          |                             | 0         | ✓                                   | Gender                  |
| <b>Silvio Napoli</b><br>Executive Chairman of the Board, Schindler Holding Ltd.  | 56           | 2019           | ✓           |                             | ■                           | ■                        | ■       |            | ●                           | 1         |                                     |                         |
| <b>Gregory R. Page</b><br>Retired Chairman and Chief Executive Officer, Cargill  | 70           | 2003           | ✓           |                             | ●                           | ■                        | ■       |            | ■                           | 3         |                                     |                         |
| <b>Sandra Pianalto</b><br>Retired President and Chief Executive Officer of the Federal Reserve Bank of Cleveland                   | 67           | 2014           | ✓           | ■                           |                             | ■                        | ●       |            | ■                           | 2         | ✓                                   | Gender                  |
| <b>Robert V. Pragada</b><br>President and Chief Operating Officer, Jacobs Engineering Group  | 53           | 2021           | ✓           |                             | ■                           |                          | ■       |            | ■                           | 0         | ✓                                   | Ethnic / Racial         |
| <b>Lori J. Ryerkerk</b><br>Chairman, Chief Executive Officer and President, Celanese Corporation                                   | 59           | 2020           | ✓           |                             | ■                           |                          | ■       |            | ■                           | 1         | ✓                                   | Gender                  |
| <b>Gerald B. Smith</b><br>Chairman and Chief Executive Officer, Smith Graham & Co.   | 71           | 2012           | ✓           | ●                           |                             | ■                        |         | ■          |                             | 1         | ✓                                   | Ethnic / Racial         |
| <b>Dorothy C. Thompson</b><br>Retired Chief Executive, Drax Group plc  | 61           | 2016           | ✓           | ■                           |                             | ■                        |         | ●          |                             | 0         | ✓                                   | Gender                  |
| <b>Darryl L. Wilson</b><br>Founder, Chairman and President of The Wilson Collective  | 58           | 2021           | ✓           | ■                           |                             |                          |         | ■          |                             | 1         | ✓                                   | Ethnic / Racial         |

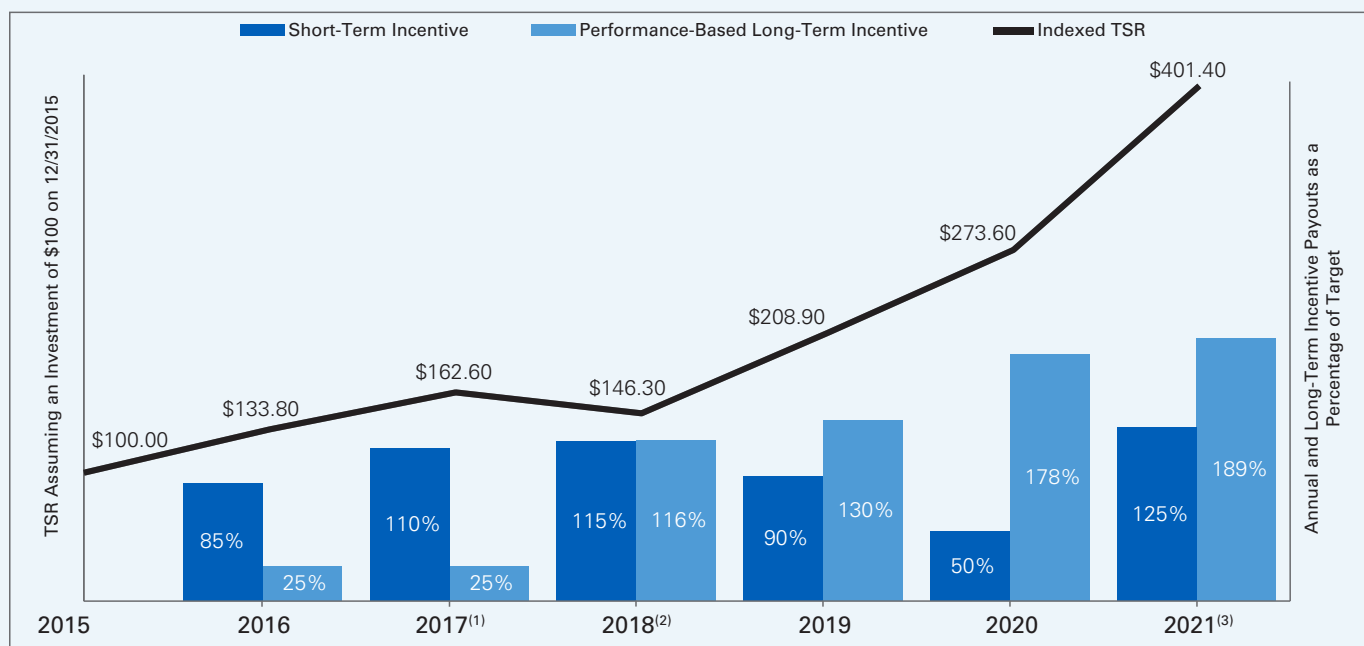
(1) Mr. Arnold was a member of the Executive Committee for all of 2021 and serves as Committee Chair. The Lead Director and the chairs of each Board Committee serve as members of the Executive Committee. ■ Member ● Chair

## LINKING PAY WITH PERFORMANCE

### Pay for Performance Culture

Our executive compensation programs reflect the belief that the amount earned by our executives must, to a significant extent, depend on achieving rigorous Company, business unit and individual performance objectives designed to enhance shareholder value. The chart below shows the payouts as a percentage of target under our performance-based short- and long-term incentive programs and total return to shareholders over Mr. Arnold's tenure as CEO, illustrating the strong correlation between pay and the performance we are delivering to our shareholders.

#### TOTAL SHAREHOLDER RETURN AND PERFORMANCE-BASED INCENTIVE PLAN PAYOUTS



- (1) In 2015, we changed the length of our performance-based long-term award periods from four to three years. As a result, two long-term performance periods ended on December 31, 2017. Awards for each period were earned at 25% of target.
- (2) In 2016, we changed the long-term incentive plan performance criteria from Adjusted Earnings per Share growth and Cash Flow Return on Gross Capital (weighted equally) to relative Total Shareholder Return. The first TSR-based award period began on January 1, 2016 and ended on December 31, 2018. More information about our short- and long-term incentive programs can be found on page 37.
- (3) In 2021, we replaced the short-term incentive metric Cash Flow Return on Gross Capital (CFR) that had been used in our annual incentive plan since 1993 with an Adjusted Operating Cash Flow (OCF) metric. The new metric, along with the Adjusted Earnings per Share metric, served as the financial performance metrics for the 2021 short-term incentive plan. More information about the change can be found on page 37.



## EXECUTIVE COMPENSATION

We design our executive compensation plans and programs to help us attract, motivate, reward, and retain highly qualified executives who are capable of creating and sustaining value for our shareholders over the long term. We endorse compensation actions that fairly reflect company performance as well as the responsibilities and personal performance of individual executives.

### Executive Compensation Program Highlights

Our executive compensation programs are intended to align the interests of our executives with those of our stakeholders and are structured to reflect best practices. Some features of our programs are included in the following chart.

#### 2021 EXECUTIVE COMPENSATION PRACTICES

##### What We Do:

- ✓ Focus on long-term compensation to deliver rewards based on sustained performance over time
- ✓ Stock ownership requirements for executives (6X base salary for CEO)
- ✓ Caps in our short- and long-term incentive plans prevent unintended windfalls
- ✓ Compensation recovery policy (clawbacks)
- ✓ Use different metrics in short- and long-term incentive plans which focus on absolute and relative performance

##### What We Don't Do:

- ✗ No employment contracts with any salaried U.S. employees, including named executive officers
- ✗ No hedging or pledging of our shares
- ✗ No dividend or dividend equivalent payments on unearned performance-based grants
- ✗ No repricing of stock options and no discounted stock options
- ✗ No tax gross-ups

#### Say On Pay 2021 Advisory Vote

The Board of Directors is committed to understanding the views of our shareholders by providing an opportunity to endorse our executive compensation through an advisory, non-binding vote. In 2021, our shareholders approved our executives' compensation by a vote of 92%.

The Committee will continue to review our compensation programs each year in light of the annual "say-on-pay" voting results and feedback we receive from our shareholders.

# Proposal 1: Election of Directors

Our Board of Directors is currently comprised of 12 members. Each Director is being nominated for election for a one-year term ending at the 2023 Annual General Meeting. All nominees are currently Eaton directors who were elected by shareholders at the 2021 Annual General Meeting, except for Robert V. Pragada and Darryl L. Wilson, who were appointed to the Board by the Board of Directors on April 28, 2021.

If any of the nominees becomes unable or declines to serve, the individuals acting as proxies will have the authority to vote for any substitutes who may be nominated in accordance with our Articles of Association. However, we have no reason to believe that this will occur.

## OUR NOMINEES

### Craig Arnold

#### **Chairman, Eaton Corporation plc and Chief Executive Officer, Eaton Corporation**

Craig Arnold is Chairman of the Company and Chief Executive Officer of Eaton Corporation. Mr. Arnold joined Eaton in 2000 as senior vice president and group executive of the Fluid Power Group. He was Vice Chairman and Chief Operating Officer of the Industrial Sector until August 2015 and President and Chief Operating Officer until June 2016. Mr. Arnold currently serves on the boards of Medtronic plc, The Business Roundtable and University Hospitals Health System. He serves as a director of The Greater Cleveland Partnership and United Way of Greater Cleveland. Mr. Arnold is also a member of The Business Council and the advisory board of The Salvation Army of Greater Cleveland.

**Director Skills and Qualifications:** Mr. Arnold's years of senior management and executive leadership experience at Eaton provide important insight into the Company to the benefit of the Board of Directors. Mr. Arnold has gained detailed knowledge of Eaton's businesses, customers, end markets, sales and marketing, technology innovation and new product development, supply chains, manufacturing operations, talent development, policies and internal functions through his service in a wide range of management roles within the Industrial Sector, and as President and Chief Operating Officer of the Company. Further, he possesses significant corporate governance knowledge developed by current and past service on the boards of other publicly traded companies, most notably for Medtronic plc, a publicly traded company domiciled in Ireland.



**Director Since 2015**  
Age 61

### Christopher M. Connor

#### **Retired Chairman and Chief Executive Officer, The Sherwin-Williams Company**

Christopher M. Connor is the retired Chairman and Chief Executive Officer of The Sherwin-Williams Company, a global manufacturer of paint, architectural coatings, industrial finishes and associated supplies. Mr. Connor held a number of executive positions at Sherwin-Williams from 1983 through 2016. He became Chief Executive Officer in 1999, Chairman and Chief Executive Officer in 2000, and Executive Chairman in 2016, and retired as Executive Chairman in December 2016. Mr. Connor currently serves on the boards of Yum! Brands, Inc., International Paper Company, Playhouse Square Foundation, and The Rock and Roll Hall of Fame.

**Director Skills and Qualifications:** As the retired Chairman and former CEO of a Fortune 500 company, Mr. Connor has leadership experience and is thoroughly knowledgeable in marketing, talent development, planning, and operational and financial processes. In particular, he has had extensive sales and marketing experience in both direct and distribution channels, and brings broad knowledge of construction, automotive and industrial markets, all areas of strategic importance to Eaton. His background and broad experience are of particular benefit to Eaton in his role as Lead Director.



**Lead Director**  
**Director since 2006**  
Age 65

## Olivier Leonetti

### Executive Vice President and Chief Financial Officer, Johnson Controls International plc

Olivier Leonetti is Executive Vice President and Chief Financial Officer of Johnson Controls International plc, a global leader in building technology and connected solutions for fire, HVAC and security equipment for buildings. Prior to joining Johnson Controls in 2020, he served as chief financial officer of Zebra Technologies Corporation, a global provider of enterprise solutions software, services and products from November 2016 through August 2020 and as chief financial officer of Western Digital Corporation, an industry leading provider of storage technologies and solutions, from 2014 to 2016. Mr. Leonetti served as Vice President, Finance – Global Commercial Organization at Amgen, Inc. from 2011 to 2014. From 1997 to 2011, he served in various senior finance positions with increasing responsibility at Dell Inc., including as Vice President, Finance. He is a board member of Junior Achievement of Chicago.

**Director Skills and Qualifications:** Mr. Leonetti has comprehensive knowledge of financial accounting standards and extensive experience in accounting, tax, treasury, financial planning and investor relations. He has significant experience of importance to the Company, including management of global businesses in various industries, oversight of large corporate transactions, experience with capital markets, global corporate strategy, management of business services and IT functions, and leadership of operational excellence initiatives. Mr. Leonetti's experience with technological products and information technology is of particular importance to Eaton as our products evolve to meet customer needs.



**Director since 2019**  
Age 57

## Deborah L. McCoy

### Independent aviation safety consultant

Deborah L. McCoy is an independent aviation safety consultant. She retired from Continental Airlines, Inc. in 2005, where she had served as Senior Vice President, Flight Operations since 1999. During part of 2005, Ms. McCoy also briefly served as the Chief Executive Officer of DJ Air Group, a start-up commercial airline company.

**Director Skills and Qualifications:** Ms. McCoy has extensive experience in the commercial aerospace markets and brings an understanding of aircraft design and performance, global airline operations and the strategic issues and direction of the aerospace industry. In addition, Ms. McCoy has extensive experience in safety initiatives, Federal regulatory compliance, labor relations, talent management, and risk analysis and mitigation. All of these attributes are of benefit to Eaton's Board in its oversight role across the enterprise.



**Director since 2000**  
Age 67

## Silvio Napoli

### Chairman and Chief Executive Officer, Schindler Holding Ltd.

Silvio Napoli is Chairman and Chief Executive Officer of Schindler Holding Ltd., one of the world's leading providers of elevators, escalators and related services. He joined the Schindler Group in 1994. During his time with the company, he served in a number of leadership roles including director of corporate development, president and chief executive officer of Schindler India, president of Asia-Pacific, and as the company's chief executive officer. He previously worked for The Dow Chemical Company in Europe. Mr. Napoli also serves as chairman and president of the Board of Directors of the Swiss-American Chamber of Commerce.

**Director Skills and Qualifications:** As the executive chairman of a large global industrial company, Mr. Napoli has extensive executive leadership experience and is very knowledgeable in the management of industrial products and services. In particular, he has considerable experience in the areas of talent development, financial management, manufacturing and product innovation, and risk management. Mr. Napoli also brings a dynamic international business perspective and global corporate strategy experience to the Board.



**Director since 2019**  
Age 56

## Gregory R. Page

### Retired Chairman and Chief Executive Officer, Cargill

Gregory R. Page is the retired Chairman and Chief Executive Officer of Cargill, an international marketer, processor and distributor of agricultural, food, financial and industrial products and services. He was named Corporate Vice President & Sector President, Financial Markets and Red Meat Group of Cargill in 1998, Corporate Executive Vice President, Financial Markets and Red Meat Group in 1999, and President and Chief Operating Officer in 2000. He became Chairman and Chief Executive Officer in 2007 and was named Executive Chairman in 2013. Mr. Page served as Executive Director from 2015 to 2016, after which he retired from the Cargill Board. He is a director of 3M and Deere & Company and is non-executive chairman and a director of Corteva, Inc. Mr. Page is past Chairman and current board member of Big Brothers Big Sisters of America, past President and a board member of the Northern Star Council of the Boy Scouts of America, and a board member of Alight (fka the American Refugee Committee).

**Director Skills and Qualifications:** As the retired Chairman and former Chief Executive Officer of one of the largest global corporations, Mr. Page brings extensive leadership and global business experience, in-depth knowledge of commodity markets, and a thorough familiarity with the key operating processes of a major corporation, including financial systems and processes, global market dynamics and succession management. Mr. Page's experience and expertise enable him to provide him valuable insight on financial, operational and strategic matters. His senior leadership experience is of particular benefit to Eaton in his role as Chair of the Compensation and Organization Committee.



**Director since 2003**  
Age 70

## Sandra Pianalto

### Retired President and Chief Executive Officer of the Federal Reserve Bank of Cleveland

Sandra Pianalto served as President and Chief Executive Officer of the Federal Reserve Bank of Cleveland from February 2003 until her retirement in June 2014. She joined the Bank in 1983 as an economist in the research department and was appointed Assistant Vice President of public affairs in 1984, Vice President and Secretary to the board of directors in 1988, and Vice President and Chief Operating Officer in 1993. Before joining the Bank, Ms. Pianalto was an economist at the Federal Reserve Board of Governors and served on the staff of the Budget Committee of the U.S. House of Representatives. She is currently a director of The J.M. Smucker Company and Prudential Financial, Inc. Ms. Pianalto is an Executive in Residence at the University of Akron. She is a lifetime trustee and past chair of the board of University Hospitals Health System and life director and past chair of the board of United Way of Greater Cleveland.

**Director Skills and Qualifications:** Ms. Pianalto has extensive experience in monetary policy and financial services and brings to Eaton wide-ranging leadership and operating skills through her former roles with the Federal Reserve Bank of Cleveland. As Chief Executive Officer of the Bank, she developed expertise in economic research, management of financial institutions, and payment services to banks and the U.S. Treasury. Ms. Pianalto's comprehensive experience qualifies her to provide substantial guidance and oversight to the Board in her role as Chair of the Finance Committee.



**Director since 2014**  
Age 67

## Robert V. Pragada

### President and Chief Operating Officer, Jacobs Engineering Group, Inc.

Robert V. Pragada is the president and chief operating officer of Jacobs Engineering Group, a professional and technical solutions company that provides consulting, technical, scientific and project delivery services for the government and private sector. In this role, he has executive oversight of the company's global operations, which consist of the Aerospace, Technology, and Nuclear, and Buildings, Infrastructure and Advanced Facilities lines of business. Prior to joining Jacobs in 2016, Mr. Pragada served as president and chief executive officer of The Brock Group, Inc. from 2014-2016. He also served in various senior management roles for Jacobs from 2006-2014 and for Kinetic Systems, Inc. from 1998-2006. Mr. Pragada was a naval officer in the United States Navy from 1990-1998. He serves on the boards of Dallas Regional Chamber and the US Naval Academy Foundation.

**Director Skills and Qualifications:** As the Chief Operating Officer of a Fortune 500 company, Mr. Pragada has strong business, technology, and executive leadership skills. He also brings to Eaton extensive experience in mergers, acquisitions, and large-scale integrations. Mr. Pragada also has significant experience of importance to the Company, including excellent business and cultural transformation capabilities with proven results and deep expertise in organizational management and dynamics.



**Director since 2021**  
Age 53

## Lori J. Ryerkerk

### Chairman, Chief Executive Officer and President, Celanese Corporation

Lori J. Ryerkerk is the Chairman, Chief Executive Officer and President and a director of Celanese Corporation, a Fortune 500 global chemical and specialty materials company. Prior to joining Celanese in May 2019, she was the Executive Vice President of Global Manufacturing of Shell Downstream Inc. Ms. Ryerkerk joined Shell in May 2010 as Regional Vice President of Manufacturing in Europe and Africa. In October 2013, she was named Executive Vice President of Global Manufacturing. Before joining Shell, Ms. Ryerkerk was Senior Vice President, Refining, Supply and Terminals at Hess Corporation from 2008 through 2010. Prior to that, she spent 24 years with ExxonMobil and served in a variety of operational and senior leadership roles. Ms. Ryerkerk served on the board of Axalta Coating Systems Limited from 2015 through 2019.

**Director Skills and Qualifications:** As the Chief Executive Officer and a director of a company with global engineering and manufacturing operations, Ms. Ryerkerk has executive leadership experience in the area of industrial materials and products production. In particular, she has considerable experience in leading global operations and managing complex technologies, engineering and supply chain systems. Ms. Ryerkerk also brings an international business perspective, having previously spent time in roles in Europe and Africa. Her experience with industrial companies and in responding to changing market conditions are of particular benefit to Eaton.



**Director since 2020**  
Age 59

## Gerald B. Smith

### Chairman and Chief Executive Officer, Smith Graham & Co.

Gerald B. Smith was a director of Cooper Industries plc from 2000 until 2012 and served as lead independent director of Cooper Industries plc from 2007 to 2012. Mr. Smith joined the Board effective upon the close of the Cooper acquisition. He is Chairman and Chief Executive Officer of Smith Graham & Co., an investment management firm that he founded in 1990. Prior to launching Smith Graham, he served as Senior Vice President and Director of Fixed Income for Underwood Neuhaus & Company. He was a member of the Board of Trustees and chair of the Investment Oversight Committee for The Charles Schwab Family of Funds from 1990 until 2020. Mr. Smith also serves as a director of ONEOK, Inc., a New York Stock Exchange listed natural gas diversified company, and a director and chair of the Investment Committee of the New York Life Insurance Company. He serves as Chairman of the Texas Southern University Foundation and a director of the Federal Reserve Bank of Dallas, and a member of the Board of Trustees of Rice University's Baker Institute for Public Policy.

**Director Skills and Qualifications:** Mr. Smith has expertise in finance, portfolio management and marketing through executive positions in the financial services industry, including being founder, Chairman and Chief Executive Officer of Smith Graham & Co. His experience as a director of companies in the oil and gas and energy services businesses has provided him with valuable insight into markets in which Eaton also participates. Mr. Smith's past experience as lead independent director of Cooper provides ongoing institutional knowledge of legacy Cooper businesses and has benefited the process of integrating Cooper into Eaton. His experience and expertise provide him valuable insight on financial, operational and strategic matters in his role as Chair of the Audit Committee.



Director since 2012  
Age 71

## Dorothy C. Thompson

### Retired Chief Executive, Drax Group plc

Dorothy C. Thompson CBE is the retired Chief Executive and director of Drax Group plc, an international electricity and energy company, where she served from 2005 until her retirement in 2017. Before joining Drax, Ms. Thompson managed InterGen NV's European power business, was assistant group treasurer at Powergen plc and worked at CDC Capital Partners, the private sector arm of the British Government's aid program. Ms. Thompson is a member of the Court of Directors of the Bank of England, where she is also Chair of the Audit and Risk Committee and Senior Independent Director. She served from 2018 through 2021 as the non-executive chair of Tullow Oil plc, the London Stock Exchange listed oil exploration and production company. She was also a director of Johnson Matthey Plc from 2007 through 2016.

**Director Skills and Qualifications:** As the Chief Executive of Drax, Ms. Thompson gained unique insight into the sourcing, generation and supply of sustainable and renewable energy. She also brings to the Board vast experience in all aspects of finance as well as an international business perspective. Ms. Thompson's work as Chair of the Audit and Risk Committee of the Bank of England and as Chair of Tullow Oil plc provide valuable financial and governance insight and experience to the Board and Audit Committee of the Company. Her extensive experience is of particular benefit to Eaton in her role as Chair of the Governance Committee.



Director since 2016  
Age 61

## Darryl L. Wilson

### Founder, Chairman and President, The Wilson Collective

Darryl L. Wilson is the founder, chairman and president of The Wilson Collective, a business advisory and investment firm that invests in startup companies and provides advisory services to clients in the power generation, industrial, material supply and consumer segments. Prior to founding the organization in 2018, he worked for more than 25 years in global leadership roles at General Electric Company and held a number of leadership positions of increasing responsibility, including vice president of commercial, GE Power division, vice president and chief commercial officer of GE Energy Connections, and president and chief executive officer of GE Aeroderivative Gas Turbines. He is director of NextEra Energy, Inc. and is a member of the board of the Federal Reserve Bank of Dallas, Houston branch, and Genserve, Inc. He also serves on the boards of The Kinkaid School, the Houston Endowment and Good Reason Houston.

**Director Skills and Qualifications:** Mr. Wilson has extensive leadership experience in operations and commercial management in global manufacturing and services businesses. As a result of his senior leadership roles for a global manufacturer and service provider of electrical power generation and distribution equipment, Mr. Wilson brings extensive electrical industry experience to Eaton. He also has significant experience of importance to the Company, including management of global businesses in various industries.



**Director since 2021**  
Age 58

✓ The Board of Directors recommends a vote FOR each of the director nominees.

## HOW NOMINEES ARE CHOSEN

### Director Nomination Process

The Governance Committee of the Board, composed entirely of directors who meet the independence standards of the Board of Directors and the New York Stock Exchange, is responsible for overseeing the process of nominating individuals to stand for election as directors. The Governance Committee charter is available on our website at [www.eaton.com/governance](http://www.eaton.com/governance).

The Governance Committee will consider director candidates recommended by our shareholders, consistent with the process used for all candidates. To learn how to submit a shareholder recommendation, see below under “Shareholder Recommendations of Director Candidates.”

The Governance Committee Chair reviews all potential director candidates in consultation with the Chairman, typically with the assistance of a professional search firm retained by the Committee. The Committee decides whether to recommend one or more candidates to the Board of Directors for nomination. Candidates who are ultimately nominated by the Board stand for election by the shareholders at the Annual General Meeting. Between Annual General Meetings, nominees may also be elected by the Board itself.

### Director Qualifications and Board Diversity

The Board of Directors recognizes the value of nominating director candidates who bring diverse opinions, perspectives, skills, experiences, and backgrounds to Board deliberations. The Governance Committee uses a rigorous process for identifying and evaluating director nominees. In order to be recommended by the Committee, a candidate must have the following minimum qualifications, as described in the Board of Directors Governance Guidelines: personal ability, integrity, intelligence, relevant business background, independence, experience and expertise in areas of importance to our objectives, and a sensitivity to our corporate responsibilities. In addition, the Committee looks for individuals with specific qualifications so that the Board as a whole has diversity in experience, international perspective, background, expertise, skills, age, gender, and ethnicity. These specific qualifications may vary from year to year, depending upon the composition of the Board at that time.

The Governance Committee is responsible for ensuring that director qualifications are met and Board balance and diversity objectives are considered during its review of director candidates. The Committee annually evaluates the extent to which these goals are satisfied as part of its yearly assessment of the skills and experience of each of the current directors using a director skills matrix and a Board evaluation process.

The skills included in the director skills matrix are Cybersecurity, Executive Compensation, Financial, Global, Human Resources, Innovation & Technology, M&A, Operations & Manufacturing, Regulatory / Government, and Risk Management. The Board evaluation process includes evaluation of the Board as a whole, the Committees and a self-evaluation by the independent directors. The process includes individual evaluation meetings between the Lead Director and each of the independent directors. Separately, the Chairs of each of our Committees each lead an annual Committee evaluation at the October Committee meetings. The Board evaluation process is designed to elicit each director’s thoughts about his or her contributions in light of the needs of the Board and the Company. The evaluation is focused on opportunities for further improvement in effectiveness, indication of preferences in future Board committee rotation, identification of board matter priorities, including educational and orientation priorities and information, and requests for Company specific information. The Board evaluation process is typically conducted between the April and October meetings. At the conclusion of the evaluation process, the Board discusses the results of the evaluations at the October Board meeting and the Lead Director separately provides specific feedback to the individual directors relative to further performance improvement, educational opportunities, and other counsel.

Upon completion of the skills matrix and the evaluation process, the Governance Committee identifies areas of director knowledge and experience that may benefit the Board in the future and uses that information as part of the director search and nomination efforts, as well as further Board improvements.

The Board of Directors Governance Guidelines are available on our website at [www.eaton.com/governance](http://www.eaton.com/governance).



### Director Nominees – Board Skills

|                                |                                       |
|--------------------------------|---------------------------------------|
| <b>Cybersecurity</b>           | <b>Executive Compensation</b>         |
| 10                             | 11                                    |
| <b>Financial</b>               | <b>Global</b>                         |
| 12                             | 12                                    |
| <b>Human Resources</b>         | <b>Innovation &amp; Technology</b>    |
| 12                             | 12                                    |
| <b>M&amp;A</b>                 | <b>Operations &amp; Manufacturing</b> |
| 12                             | 12                                    |
| <b>Regulatory / Government</b> | <b>Risk Management</b>                |
| 12                             | 12                                    |

Skills and experience considered by the Governance Committee in the Company's Director Skills Matrix. The numbers below each skill/experience area represent the number of director nominees who possess such skills and experience.

### Shareholder Recommendations of Director Candidates

The Governance Committee will consider director candidates who are recommended to it in writing by any Eaton shareholder who submits a recommendation by following the procedures required under our Articles of Association for nominating director candidates. Accordingly, any shareholder wishing to recommend an individual as a nominee for election at the 2023 Annual General Meeting should send a signed letter of recommendation to the following address: Eaton Corporation plc, Attention: Company Secretary, Eaton House, 30 Pembroke Road, Dublin 4, Ireland D04 Y0C2. Recommendation letters must be received no earlier than November 18, 2022, and no later than December 18, 2022, and must include the reasons for the recommendation, the full name, age and address of each proposed nominee, a brief biographical history setting forth past and present directorships, past and present positions held, occupations and civic activities, and details of Company shares owned by each proposed nominee. The recommendation letter should be accompanied by a written statement from the proposed nominee consenting to be nominated and, if nominated and elected, to serve as a director.

Any shareholder wishing to recommend an individual as a nominee for election as a director must also describe in a detailed writing any financial agreement, arrangement or understanding between the nominee and any party other than the Company relating to such nominee's potential service as a director, and details of any compensation or other payment received from any such third party relating to such nominee's potential service as a director.

## DIRECTOR INDEPENDENCE

The Board of Directors Governance Guidelines provide that all of our non-employee directors should be independent. The listing standards of the New York Stock Exchange state that no director can qualify as independent unless the Board of Directors affirmatively determines that he or she has no material relationship with the Company. Additional, and more stringent, standards of independence are required of Audit Committee members. Our annual proxy statement discloses the Board's determination as to the independence of the Audit Committee members and of all non-employee directors. For our current non-employee directors and nominees, we describe these determinations here.

As permitted by the New York Stock Exchange listing standards, the Board of Directors has determined that certain categories of relationships between a non-employee director and the Company will be treated as immaterial for purposes of determining a director's independence. These "categorical" standards are included in the Board of Directors' independence criteria. The independence criteria for non-employee directors and members of the Audit Committee are available on our website at [www.eaton.com/governance](http://www.eaton.com/governance).

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## Proposal 1: Election of Directors — Director Independence

Because director independence may be influenced by the use of Company aircraft and other Company-paid transportation, the Board has adopted a policy on this subject.

In their review of director and nominee independence, the Board of Directors and its Governance Committee have considered the following circumstances:

- Directors Olivier Leonetti, Silvio Napoli, Robert V. Pragada and Lori J. Ryerkerk serve as executive officers of companies that had purchases and/or sales of property or services with Eaton during 2021. In each case, the amounts of the purchases and sales met the Board's categorical standard for immateriality; that is, they were less than the greater of \$1 million or 2% of the annual consolidated gross revenues of the director's company. Mr. Leonetti is Executive Vice President and Chief Financial Officer of Johnson Controls International plc, which had purchases of approximately \$1,325,000 from Eaton and sales of approximately \$973,000 to Eaton during 2021. Mr. Napoli is the Chairman and Chief Executive Officer of Schindler Holding Ltd., which had purchases of approximately \$2,456,000 from Eaton and sales of approximately \$7,000 to Eaton during 2021. Mr. Pragada is the President and Chief Operating Officer of Jacobs Engineering Group, Inc., which had purchases of approximately \$107,000 from Eaton. Ms. Ryerkerk is the Chairman, Chief Executive Officer and President of Celanese Corporation, which had purchases of approximately \$131,000 from Eaton and sales of approximately \$4,355,000 to Eaton during 2021.
- The use of our aircraft and other Company-paid transportation by all non-employee directors is consistent with Board policy.

After reviewing the circumstances described above (which are the only relevant circumstances known to the Board of Directors), the Board has affirmatively determined that none of our non-employee directors has a material relationship with the Company other than in his or her capacity as a director, and that all of our non-employee directors qualify as independent under the Board's independence criteria and the New York Stock Exchange standards. All members of the Audit, Compensation and Organization, Finance, Governance, and Innovation and Technology Committees qualify as independent under the standards described above.

The Board also has affirmatively determined that each member of the Audit Committee — O. Leonetti, D. McCoy, S. Pianalto, G. Smith, D. Thompson and D. Wilson — meets not only our Board's independence criteria but the special independence standards required by the New York Stock Exchange and the Sarbanes-Oxley Act of 2002 and the related rules adopted by the Securities and Exchange Commission.

## Review of Related Person Transactions

Our Board of Directors has adopted a written policy to identify and evaluate "related person transactions," that is, transactions between us and any of our executive officers, directors, director nominees, 5%-plus security holders or members of their "immediate families," or organizations where they or their family members serve as officers or employees. The Board policy calls for the disinterested members of the Board's Governance Committee to conduct an annual review of all such transactions. At the Committee's direction, a survey is conducted annually of all transactions involving related persons, and the Committee reviews the results in February of each year. The Committee is responsible for determining whether any "related person transaction" (i) poses a significant risk of impairing, or appearing to impair, the judgment or objectivity of the individuals involved; (ii) poses a significant risk of impairing, or appearing to impair, the independence of an outside director or director nominee; or (iii) has terms that are less favorable to us than those generally available in the marketplace. Depending upon the Committee's assessment of these risks, the Committee will respond appropriately. In addition, as required by the rules of the Securities and Exchange Commission, any transactions that are material to a related person are disclosed in our proxy statement.

As disclosed above, the Governance Committee is charged with reviewing issues involving director independence and all related persons transactions. The Committee and the Board have determined that since the beginning of 2021, the only related person transactions were those described above under the heading "Director Independence" and that none of our executive officers engaged in any such transactions. The Committee also concluded that none of the related person transactions posed risks to the Company in any of the areas described above.

## BOARD COMMITTEES

The Board of Directors has the following standing committees: Audit, Compensation and Organization, Executive, Finance, Innovation and Technology, and Governance.

### Audit Committee

Met 5 times in 2021

**Gerald B. Smith**  
**(Chair)**

Olivier Leonetti  
Deborah L. McCoy  
Sandra Pianalto  
Dorothy C. Thompson  
Darryl L. Wilson

The functions of the Audit Committee include assisting the Board in overseeing:

- the integrity of our consolidated financial statements and our systems of internal accounting and financial controls;
- the independence, qualifications and performance of our independent auditor;
- the performance of our internal auditors;
- the cybersecurity program as part of the risk oversight function; and
- our compliance with legal and regulatory requirements.

The Committee also has sole authority to appoint, compensate and terminate the independent auditor, and pre-approves all auditing services and permitted non-audit services that the audit firm may perform for the Company. The Committee is also responsible for negotiating the audit fees. In order to ensure continuing auditor independence, the Committee periodically considers whether there should be a rotation of the independent audit firm. In conjunction with the mandated rotation of the audit firm's lead engagement partner, the Committee and its Chair are directly involved in the selection of the audit firm's new lead engagement partner. Among its other responsibilities, the Committee meets regularly in separate Executive Sessions with our independent auditor and senior leaders of Eaton Corporation, including the Vice Chairman and Chief Financial Officer, Executive Vice President and Chief Legal Officer, Senior Vice President-Internal Audit, and Senior Vice President-Global Ethics and Compliance; approves the Committee's report to be included in our annual proxy statement; assures that performance evaluations of the Audit Committee are conducted annually; and establishes procedures for the proper handling of complaints concerning accounting or auditing matters.

Each Committee member meets the independence requirements, and all Committee members collectively meet the other requirements, of the New York Stock Exchange, the Sarbanes-Oxley Act of 2002 and the Securities and Exchange Commission. In addition, Committee members are prohibited from serving on more than two other public company audit committees. The Board of Directors has determined that each member of the Audit Committee is financially literate, that Messrs. Leonetti and Smith and Mses. Pianalto and Thompson each qualify as an audit committee financial expert (as defined in Securities and Exchange Commission rules) and that all members of the Audit Committee have accounting or related financial management expertise.

## Compensation and Organization Committee

Met 4 times in 2021

### Gregory R. Page (Chair)

Christopher M. Connor  
Silvio Napoli  
Robert V. Pragada  
Lori J. Ryerkerk

The functions of the Compensation and Organization Committee include:

- reviewing proposed organization or responsibility changes at the senior officer level;
- evaluating the performance of the Company's Chairman and Eaton Corporation's Chief Executive Officer with input from all non-employee directors;
- reviewing the performance evaluations of the other senior officers;
- reviewing succession planning;
- reviewing our practices for recruiting and developing a diverse talent pool;
- determining the annual salaries and short- and long-term incentive opportunities for our senior officers;
- establishing performance objectives under our short- and long-term incentive compensation plans and assessing performance against these objectives;
- annually determining the aggregate amount of awards to be made under our short-term incentive compensation plans and adjusting those amounts as it deems appropriate within the terms of those plans;
- annually determining the individual awards to be made to our senior officers under our short- and long-term incentive compensation plans;
- overseeing our stock plans;
- reviewing compensation practices as they relate to key employees to confirm that those plans remain equitable and competitive;
- reviewing significant new employee benefit plans or significant changes in such plans or changes with a disproportionate effect on our officers or primarily benefiting key employees; and
- issuing an annual report for our proxy statement regarding executive compensation.

Additional information on the Committee's processes and procedures is contained in the Compensation Discussion and Analysis portion of this proxy statement beginning on page 28.

## Executive Committee

Did not meet in 2021

### Craig Arnold (Chair)

Christopher M. Connor  
Silvio Napoli  
Sandra Pianalto  
Gregory R. Page  
Gerald B. Smith  
Dorothy C. Thompson

The functions of the Executive Committee include:

- acting on matters requiring Board action during the intervals between Board meetings; and
- carrying out any function of the Board except for filling Board or Committee vacancies.

Mr. Arnold serves as Committee Chair. The Lead Director and the chairs of each Board Committee serve as members of the Executive Committee.

## Finance Committee

Met 2 times in 2021

### Sandra Pianalto (Chair)

Olivier Leonetti  
Silvio Napoli  
Gregory R. Page  
Robert V. Pragada  
Lori J. Ryerkerk

The functions of the Finance Committee include:

- the periodic review of our financial condition and the recommendation of financial policies to the Board;
- analyzing Company policy regarding its debt-to-equity relationship;
- reviewing and making recommendations to the Board regarding our dividend policy;
- reviewing our cash flow, proposals for long- and short-term debt financing and the financial risk management program;
- meeting with and reviewing the performance of the management pension committees and any other fiduciaries appointed by the Board for pension and profit-sharing retirement plans; and
- reviewing the key assumptions used to calculate annual pension expense.

## Governance Committee

Met 4 times in 2021

### Dorothy C. Thompson (Chair)

Christopher M. Connor  
Deborah L. McCoy  
Gerald Smith  
Darryl Wilson

The responsibilities of the Governance Committee include:

- recommending to the Board improvements in our corporate governance processes and any changes in the Board Governance Guidelines;
- advising the Board on changes in the size and composition of the Board;
- annually submitting to the Board candidates for members and chairs of each standing Board committee;
- in consultation with the Chief Executive Officer of Eaton Corporation, identifying and recommending to the Board candidates for Board membership;
- reviewing and recommending to the Board the nomination of directors for re-election;
- overseeing the orientation of new directors and the ongoing education of the Board;
- recommending to the Board compensation of non-employee directors;
- administering the Board’s policy on director retirements and resignations; and
- establishing guidelines and procedures to be used by the directors to evaluate the Board’s performance.

Other responsibilities include providing oversight on significant public policy issues with respect to our relationships with shareholders, employees, customers, competitors, suppliers and the communities in which we operate, including such areas as ethics, compliance, environmental, health and safety issues, community relations, government relations, charitable contributions and shareholder relations.

## Innovation & Technology Committee

Met 1 time in 2021

### Silvio Napoli (Chair)

Olivier Leonetti  
Gregory R. Page  
Sandra Pianalto  
Robert V. Pragada  
Lori J. Ryerkerk

The responsibilities of the Innovation & Technology Committee include:

- reviewing technology trends that could have a material impact on the Company;
- monitoring and reviewing the Company’s innovation and technology strategy;
- reviewing the Company’s innovation related investments, engineering tools and organizational priorities;
- evaluating and reviewing the Company’s capital allocation process relative to its capacity to carry out the work deemed necessary;
- reviewing the Company’s engineering organizational structure and key members of the engineering leadership team;
- reviewing significant potential acquisitions, partnerships or other corporate development opportunities intended to support the Company’s innovation and technology investment strategy; and
- evaluating the Company’s competitiveness from a technology standpoint.

## Committee Charters and Guidelines

The Board committee charters are available on our website at [www.eaton.com/governance](http://www.eaton.com/governance).

In addition to the Board of Directors Governance Guidelines, certain other policies relating to corporate governance matters are adopted from time to time by Board committees, or by the Board itself upon recommendation of the committees.

## BOARD MEETINGS AND ATTENDANCE AT ANNUAL GENERAL MEETING

The Board of Directors held five meetings in 2021. Each of the directors attended at least 83.3% of the meetings of the Board and the committees on which he or she served. The average rate of attendance for all directors was 97%.

The policy of the Board of Directors is that all directors, absent exigent circumstances, should attend the Annual General Meetings. Nine out of ten of our directors at the time of the 2021 Annual General Meeting were in attendance.

## BOARD GOVERNANCE GUIDELINES

The Board revised the Board of Directors Governance Guidelines most recently in October 2021, as recommended by the Governance Committee of the Board. The revised Governance Guidelines are available on our website at [www.eaton.com/governance](http://www.eaton.com/governance).

## EXECUTIVE SESSIONS OF THE NON-EMPLOYEE DIRECTORS

The Board's policy is that the non-employee directors, all of whom qualify as "independent" under the criteria of the Board of Directors and the New York Stock Exchange, meet in Executive Session at each regular Board meeting, without the Chairman or other members of management present, to discuss topics they deem appropriate. As described more fully in "Leadership Structure" below, the Lead Director chairs these Executive Sessions.

At each meeting of the Audit, Compensation and Organization, Finance, Governance, and Innovation and Technology Committees, the Committee members (all of whom qualify as independent) hold an Executive Session, without any members of our management present, to discuss topics they deem appropriate.

## LEADERSHIP STRUCTURE

Our governance structure follows a successful leadership model under which the Chief Executive Officer of Eaton Corporation also serves as Chairman of the Board of the Company. Recognizing that different leadership models may work well for other companies at different times depending upon individual circumstances, we believe that our Company has been well served by the combined Chief Executive Officer and Chairman leadership structure and that this approach has continued to be highly effective with the presence of a Lead Director. We believe we have benefited greatly from having a Chairman who sets the tone and direction for the Company while also having the primary responsibility as Chief Executive Officer for managing Eaton's day-to-day operations, and allowing the Board to carry out its strategic, governance, oversight and decision-making responsibilities with the equal involvement of each director.

Our Board is currently composed of independent directors, except for our Chairman, Mr. Arnold. Of our eleven non-employee director nominees, five are currently serving or have served as a chief executive officer and/or chair of a publicly traded company. The Audit, Compensation and Organization, Finance, Governance, and Innovation and Technology Committees are chaired by independent directors. Our Chairman has benefited from the extensive leadership experience represented on our Board of Directors.

The Board evaluates the leadership structure annually, and it will continue to do so as circumstances change. In its most recent annual evaluation, the Board concluded that the current leadership structure — under which the Chief Executive Officer of Eaton Corporation serves as Chairman of the Board of the Company, our Board committees are chaired by independent directors, and a Lead Director assumes specific responsibilities on behalf of the independent directors — remains the optimal board leadership structure for our Company and our shareholders at the present time.

### Lead Director

Christopher M. Connor, who has served on Eaton's Board since 2006, was first elected Lead Director by our independent directors in 2016. The Lead Director has specific responsibilities, including chairing meetings of the Board at which the Chairman is not present (including Executive Sessions of the Board), approving the agenda and schedule for Board meetings on behalf of the independent directors, approving information sent to the Board, serving as liaison between the Chairman and the independent directors, and being available for consultation and direct communications with shareholders and other Company stakeholders. The Lead Director has the authority to call meetings of the independent directors and to retain outside advisors who report directly to the Board of Directors. The Lead Director's performance is assessed annually by the Board in a process led by the Chair of the Governance Committee, and the position of Lead Director is elected annually by our independent directors.

## SHAREHOLDER ENGAGEMENT

We regularly seek the perspectives of our shareholders on issues important to them, including to identify and address potential risks to our long-term financial viability. Additionally, we engage with many of our largest shareholders regarding ESG topics. We pursue ongoing engagement with our shareholders through:

- annual shareholders meetings;
- annual and quarterly reporting;
- analyst conferences and reports;
- investor relations page on Eaton.com where shareholders can submit questions or retrieve financial information from Eaton archives;
- meetings between investors, senior leadership and members of the Board; and
- quarterly earnings calls.

For additional information related to our stakeholder engagement, please visit our website at [www.eaton.com](http://www.eaton.com).

## OVERSIGHT OF RISK MANAGEMENT

Our Board of Directors, as a whole and through its committees, has responsibility for the oversight of risk management, while our management is responsible for the day-to-day management of the material risks facing the Company. The Board has chosen to retain overall responsibility for risk assessment and oversight at the Board level in light of the interrelated nature of the elements of risk, rather than delegating this responsibility to a Board committee.

The Board is also responsible for oversight of Eaton’s Enterprise Risk Management program (“ERM”), which identifies, assesses and mitigates our top risks. As part of our ERM program, we seek input from our businesses, regions and corporate functions and regularly update the Board on such risks.

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### Board Responsibilities

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The Board is responsible for overseeing the strategic planning process and reviewing and monitoring management’s execution of the corporate and business plan. The Board receives updates from senior management and periodically from outside advisors regarding risks facing the Company. The Board and its committees exercise their risk oversight function by carefully evaluating the reports they receive from management and by making inquiries of management with respect to areas of particular interest to the Board.

| <b>Audit Committee</b>   | <b>Compensation &amp; Organization Committee</b>   | <b>Governance Committee</b>  | <b>Finance Committee</b>  | <b>Innovation &amp; Technology Committee</b>  |
|--|--|--|---|---|
| <ul style="list-style-type: none"><li>• Reviews risks related to cybersecurity, internal controls, disclosure, financial reporting and legal and compliance matters.</li><li>• Meets regularly in closed-door sessions with our internal and external auditors and our senior leaders, including the senior members of the Finance function, the Executive Vice President and Chief Legal Officer, and the Senior Vice President-Global Ethics and Compliance.</li><li>• Senior leadership regularly briefs the Audit Committee on cyber/information security risks.</li></ul> | <ul style="list-style-type: none"><li>• Reviews risks related to succession planning for the Company’s senior officers.</li><li>• Reviews risks associated with the Company’s compensation programs to ensure that incentive compensation arrangements for senior executives do not encourage inappropriate risk taking, as discussed further below under “Relationship Between Compensation Plans and Risk” on page 46.</li><li>• Reviews matters under the social pillar of ESG, which may include matters such as employee engagement, culture, training and development, inclusion and diversity and pay equity.</li></ul> | <ul style="list-style-type: none"><li>• Reviews risks related to corporate governance, such as director independence and related person transactions.</li><li>• Reviews risks associated with the environment, health and safety.</li><li>• Oversees other significant public policy issues, such as ethics and compliance, public and community affairs, shareholder relations, and matters related to the Company’s environmental and governance pillars of ESG.</li></ul> | <ul style="list-style-type: none"><li>• Reviews risks related to our financial condition and financial policies.</li><li>• Reviews risks related to our policy with respect to our debt-to-equity relationship.</li></ul> | <ul style="list-style-type: none"><li>• Reviews risks related to emerging technologies and digital trends, and how these translate into new products and services developments of the Company.</li><li>• Oversees the Company’s enterprise-wide technology and digital innovation strategy.</li></ul> |

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### Management Responsibilities

- Management continually monitors the material risks facing the Company, including strategic risk, financial risk, operational risk, and legal and compliance risk.
  - Ensures that information with respect to any material risks is provided to the Board of Directors.
  - Implements appropriate risk management strategies.
  - Integrates risk management into our decision-making process.
  - Attends committee meetings and reports on matters that may not be otherwise addressed.
-



## OVERSIGHT OF ESG

As noted above, our Board has ultimate oversight of our risk management and the Company’s strategic direction, both of which drive our efforts related to environmental, social and governance (ESG) matters. The Board’s oversight of ESG includes review of environmental, community affairs, corporate governance, health and safety, diversity and inclusion, culture and human capital management matters. With the support and oversight of our Board of Directors, our Sustainability Executive Council, which is chaired by our Chairman and also includes our Chief Operating Officers, Chief Financial Officer, Chief Legal Officer, Chief Sustainability Officer and Chief Human Resources Officer, is responsible for developing and executing on our ESG strategy.

## Sustainability Executive Council



## COMMITMENT TO SUSTAINABILITY AND ESG

At Eaton, sustainability is at the core of our mission – to improve the quality of life and protect the environment for people everywhere. Our ambitious 2030 sustainability goals outline our long-term strategy to ensure a healthy planet that supports all our stakeholders – including employees, customers, shareholders, suppliers, and our communities.

### 2030 Sustainability Targets



#### Creating sustainable solutions

- 15% reduction in Scope 3 emissions
- \$3 billion in sustainability R&D



#### Engaging our employees and communities

- 80%+ employee engagement rating
- 12 hours training and development per employee each year
- 250,000 hours of volunteer time per year



#### Reducing our footprint

- 50% reduction in carbon emissions
- Carbon neutral by 2030
- 100% manufacturing sites zero waste-to-landfill certified
- 10% manufacturing sites zero water discharge certified



#### Doing business right and transparency

- 50%+ improvement in safety metrics
- No human rights violations from key suppliers
- Report ESG material issues per SASB and TCFD requirements
- Disclose U.S. minority and gender pay equity assurance results

We have been transparent about our commitment to sustainability since our inaugural sustainability report in 2006 and have continued to report our progress annually. We align our Sustainability Report to the guidelines of the Sustainability Accounting Standards Board (SASB) and the Task Force for Climate-Related Financial Disclosures (TCFD). Committed to providing more ESG transparency, in 2021 we released our first ever standalone TCFD report for governance, strategy, risk management, and metrics and targets related to our climate risks and opportunities.

Our efforts are aligned with the world's leading sustainability experts, which is why we became a signatory of the United Nations Global Compact, a move that conveys our commitment to doing business responsibly and advancing broader societal goals. In 2021, we also announced our commitment to Business Ambition for 1.5°C, a United Nations backed campaign which aligns with our goal to reach science-based targets and net-zero emissions in our operations by 2030. This also makes us a member of the United Nations-backed Race to Zero campaign for climate action. We joined this initiative by setting science-based emissions reduction targets consistent with keeping global warming to 1.5°C above pre-industrial levels.

Further, we have reported energy and emissions data to the Carbon Disclosure Project (CDP), an international nonprofit environmental reporting organization, since 2006. In 2021, we again received an A- from CDP on our Climate Change Score, which ranks us among the leaders in our peer group.

Additionally, in relation to our human capital management efforts, and as part of our continued commitment to transparency about our progress in our inclusion and diversity efforts, in 2021, we published our inaugural Global Inclusion and Diversity Transparency Report, which includes our inclusion and diversity metrics. We have long believed an inclusive and diverse workplace is a better one. Today, we remain deeply committed to putting diverse perspectives to work and becoming a model of inclusion and diversity in our industry.

To learn more about our sustainability and ESG efforts, please visit our website at [www.eaton.com](http://www.eaton.com), where our current Sustainability Report, TCFD Report, CDP responses, and Global Inclusion and Diversity Transparency Report can be found. Please note that the information on or accessible through our website is not part of, nor incorporated by reference into, this proxy statement.

## CODE OF ETHICS

We have a Code of Ethics that was approved by the Board of Directors. We provide training globally for all employees on our Code of Ethics. We require that all directors, officers and employees of the Company, and our subsidiaries and affiliates abide by our Code of Ethics, which is available on our website at [www.eaton.com/governance](http://www.eaton.com/governance). In addition, we will disclose on our website any waiver of or amendment to our Code of Ethics requiring disclosure under applicable rules.

## COMMUNICATING WITH THE BOARD

The Board of Directors provides a process for shareholders and other interested parties to send communications to the Board, individual directors or the non-employee directors as a group. Shareholders and other interested parties may send such communications by mail or courier delivery addressed as follows:

Company Secretary  
Eaton Corporation plc  
Eaton House  
30 Pembroke Road  
Dublin 4, Ireland  
D04 Y0C2

Email messages to the directors may be sent to [Board@eaton.com](mailto:Board@eaton.com).

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## Proposal 1: Election of Directors — Communicating with the Board

Generally, the Company Secretary forwards all such communications to the Lead Director. The Lead Director determines whether the communications should be forwarded to other members of the Board and forwards them accordingly. For communications addressed to a particular member of the Board, the Chair of a particular Board committee or the non-employee directors as a group, the Company Secretary forwards those communications directly to those individuals.

Alternatively, correspondence may be sent to:

Lead Director  
Eaton Corporation plc  
Eaton House  
30 Pembroke Road  
Dublin 4, Ireland  
D04 Y0C2

The Secretary maintains a log of all correspondence addressed to the Board and, except as noted below, forwards all communications to the interested directors. For example, correspondence on a financial topic would be sent to the Chair of the Finance or Audit Committees, and correspondence on governance topics to the Lead Director or Chair of the Governance Committee.

The Secretary makes periodic reports to the Governance Committee regarding correspondence from shareholders and other interested parties.

Derivative shareholder communications and demands for inspection of company records should be sent to the Secretary who will promptly disseminate such communications to the entire Board. The Board will consult with the Chief Legal Officer or her designee to determine appropriate action.

The Directors have requested that communications that do not directly relate to their duties and responsibilities as our directors be excluded from distribution and deleted from email that they access directly. Such excluded items include “spam,” advertisements, mass mailings, form letters and email campaigns that involve unduly large numbers of similar communications, solicitations for goods, services, employment or contributions, surveys and individual product inquiries or complaints. Additionally, communications that appear to be unduly hostile, intimidating, threatening, illegal or similarly inappropriate will be screened for omission. Any omitted or deleted communications will be made available to any Director upon request.

## Proposal 2: Appointment of Independent Auditor and Authorization of Audit Committee to Set Auditor Remuneration

Shareholders are being asked to approve the appointment of our independent auditor and to authorize the Audit Committee of our Board of Directors to set the auditor's remuneration. Appointment of the independent auditor and authorization of the Audit Committee to set its remuneration require the affirmative vote of a majority of the votes cast by the holders of ordinary shares represented at the Annual General Meeting in person or by proxy. The Audit Committee and the Board recommend that shareholders reappoint Ernst & Young as our independent auditor to audit our accounts for the fiscal year ending December 31, 2022 and authorize the Audit Committee of the Board to set the auditor's remuneration.

A representative of Ernst & Young will be present at the Annual General Meeting to answer any questions concerning the independent auditor's areas of responsibility and will have an opportunity to make a statement if he or she desires to do so.

### AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors is responsible for assisting the Board in overseeing: (1) the integrity of the Company's consolidated financial statements and its systems of internal accounting and financial controls, (2) the independence, qualifications and performance of the Company's independent auditor, (3) the performance of the Company's internal auditors, and (4) the Company's compliance with legal and regulatory requirements. The Committee's specific responsibilities, as described in its charter, include the sole authority to appoint, terminate and compensate the Company's independent auditor, and to pre-approve all audit services and other permitted non-audit services to be provided to the Company by the independent auditor. The Committee is currently comprised of six directors, all of whom are independent under the Sarbanes-Oxley Act of 2002, the rules of the Securities and Exchange Commission and the Board of Directors' own independence criteria.

The Board of Directors amended the Committee's charter most recently on October 27, 2021. A copy of the charter is available on the Company's website at [www.eaton.com/governance](http://www.eaton.com/governance).

The Audit Committee has retained Ernst & Young as Eaton's independent auditor for 2022. Ernst & Young has been the independent auditor for the Company or its predecessor since 1923. The members of the Audit Committee and the Board believe that due to Ernst & Young's deep knowledge of the Company and of the industries in which the Company operates, it is in the best interests of the Company and its shareholders to continue retention of Ernst & Young to serve as Eaton's independent auditor.

In carrying out its responsibilities, the Audit Committee has reviewed, and has discussed with the Company's management and independent auditor, the Company's 2021 audited consolidated financial statements and the assessment of the Company's internal control over financial reporting.

The Committee has also discussed with Ernst & Young the matters required to be discussed by applicable auditing standards.

The Committee has received the written disclosures from Ernst & Young regarding their independence from the Company that are required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence, has discussed with Ernst & Young their independence and has considered whether their provision of non-audit services to the Company is compatible with their independence.

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## Proposal 2: Appointment of Independent Auditor and Authorization of Audit Committee to Set Auditor Remuneration

### Audit Committee Report

For 2021 and 2020, Ernst & Young's fees to the Company and certain of its subsidiaries were as follows:

|   | 2021           | 2020           |
|---|----------------|----------------|
| Audit Fees  | \$18.6 million | \$19.8 million |
| Includes Sarbanes-Oxley Section 404 attest services |                |                |
| Audit-Related Fees                                  | \$1.3 million  | \$4.1 million  |
| Includes business acquisitions and divestitures     |                |                |
| Tax Fees  | \$2.1 million  | \$2.4 million  |
| Tax compliance services                             | \$0.7 million  | \$0.7 million  |
| Tax advisory services                               | \$1.4 million  | \$1.7 million  |
| All Other Fees                                      | \$0            | \$0            |

The Audit Committee approved all of the services shown in the above categories in accordance with the Audit Committee's pre-approval process. The Audit Committee did not approve any of the services shown in the above categories through the use of the "de minimis" exception permitted by Securities and Exchange Commission rules.

The Audit Committee has adopted the following procedure for pre-approving audit services and other services to be provided by the Company's independent auditor: specific services are pre-approved from time to time by the Committee or by the Committee Chair on its behalf. As to any services approved by the Committee Chair, the approval is reported to the Committee at the following meeting of the Committee.

Based upon the Committee's reviews and discussions referred to above, and in reliance upon them, the Committee has recommended to the Board of Directors that the Company's audited consolidated financial statements for 2021 be included in the Company's annual report on Form 10-K, and the Board has approved their inclusion.

Respectfully submitted to the Company's shareholders by the Audit Committee of the Board of Directors.

Gerald B. Smith, Chair  
Olivier Leonetti  
Deborah L. McCoy  
Sandra Pianalto  
Dorothy C. Thompson  
Darryl L. Wilson

✓ The Board of Directors recommends a vote FOR this proposal to approve the appointment of the independent auditor and to authorize the Audit Committee to set auditor remuneration.

# Proposal 3: Advisory Approval of the Company's Executive Compensation

We are asking our shareholders to approve, on an advisory basis, the compensation of our named executive officers as disclosed in this proxy statement. Although this is an advisory vote, and therefore not binding on our Board of Directors, the Board and the Compensation and Organization Committee will review and consider the voting results when making future decisions regarding our executive compensation programs.

This say-on-pay vote is required under U.S. law, and we consider it to be a matter of good corporate governance. This vote takes place annually and the next advisory vote to approve the Company's executive compensation will occur at the 2023 Annual General Meeting.

As we explain in the Compensation Discussion and Analysis that follows, our executive compensation programs are designed to attract, motivate, reward, and retain our named executive officers, who are critical to the success of our Company. Our programs reward our named executive officers for achieving specific annual, long-term and strategic goals, and also for increasing shareholder value.

## NAMED EXECUTIVE OFFICERS' COMPENSATION PROGRAM HIGHLIGHTS

### As part of our pay for performance culture, our executive compensation plans include the following:

- On average, at target approximately 80% of our named executive officers' compensation is performance based.
- Our plans deliver awards below target, or none at all, when Company performance does not meet threshold levels.
- Our executive incentive programs are intended to deliver awards at target when our performance aligns with our peer group median performance and awards of up to 200% of target when our performance is at or above the top quartile of our peer group.

### Other features of these programs include:

- Our share ownership requirements range from one times base salary for our general managers to six times base salary for the Company's Chairman and CEO of Eaton Corporation.
- Our incentive plan payouts are capped to prevent unintended windfalls.
- Our compensation clawback policy allows us to recover incentive compensation in case of employee misconduct that causes the need for a material restatement of financial results.
- We do not enter into employment contracts with any of our salaried U.S. employees, including the named executive officers.

The Compensation and Organization Committee continually reviews the compensation programs for our named executive officers to ensure that they achieve the desired goals of aligning our executive compensation structure with our shareholders' interests and current market practices. All Committee members are independent directors committed to applying sound governance practices to compensation decisions.

We strongly encourage you to review the Compensation Discussion and Analysis that follows. It contains information about the extensive processes the Committee follows, and the factors it considers, when establishing performance and pay targets and approving actual payments from our short- and long-term performance-based incentive plans. The Committee's process includes reviewing a variety of reports and analyses such as market survey data, compensation tally sheets, compensation at peer companies, and reports from proxy advisory firms. The Compensation Discussion and Analysis also describes the structure of our compensation programs and the 2021 compensation of our named executive officers.

We believe that our executive compensation design and strategy is a critical factor in motivating our executives to seek innovative solutions that contribute to Eaton's continued success. We are therefore asking shareholders to approve the following advisory resolution at the 2022 Annual General Meeting:

*"RESOLVED, that the Company's shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's proxy statement for the 2022 Annual General Meeting of shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2021 Summary Compensation Table and the other related tables and disclosure."*

✓ The Board of Directors recommends a vote FOR advisory approval of executive compensation.

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# Compensation Discussion and Analysis

In this Compensation Discussion and Analysis (CD&A), we discuss our pay for performance philosophy, our pay-setting process, the components of our executive compensation program, and the compensation of our named executive officers for 2021. We also explain our performance metrics in detail and review our executive compensation policies.

Please note that the use of “we,” “us” or “our” throughout this CD&A refers to the Company, its subsidiaries or its management. In addition, the use of “Chairman and Chief Executive Officer” or “CEO” throughout this CD&A refers to Craig Arnold, Chairman of the Company and Chief Executive Officer of Eaton Corporation.

## EXECUTIVE SUMMARY

This section provides a summary of the performance metrics and actual results for the incentive plans in which our named executive officers and other executives participated for the year ending December 31, 2021. For 2021, our named executive officers are:

| <b>Name</b>      | <b>Title</b>   |
|------------------|--|
| Craig Arnold     | Chairman of the Company and Chief Executive Officer            |
| Thomas Okray     | Executive Vice President and Chief Financial Officer           |
| Uday Yadav       | President and Chief Operating Officer – Electrical Sector      |
| Heath Monesmith  | President and Chief Operating Officer – Industrial Sector      |
| Brian Brickhouse | President – Americas Region, Electrical Sector                 |
| Richard Fearon   | Retired Vice Chairman and Chief Financial and Planning Officer |

### Executive Compensation Philosophy

We design our executive compensation plans and programs to help attract, motivate, reward, and retain highly qualified executives who are capable of creating and sustaining value for our shareholders over the long term. We endorse compensation actions that fairly reflect Company performance as well as the responsibilities and personal performance of individual executives.

Our executive compensation programs are intended to align the interests of our executives with those of our stakeholders and are structured to reflect best practices. On average, at target approximately 80% of our named executive officers’ compensation is performance-based and tied to our short- and long-term incentive programs. Key features of these programs include:

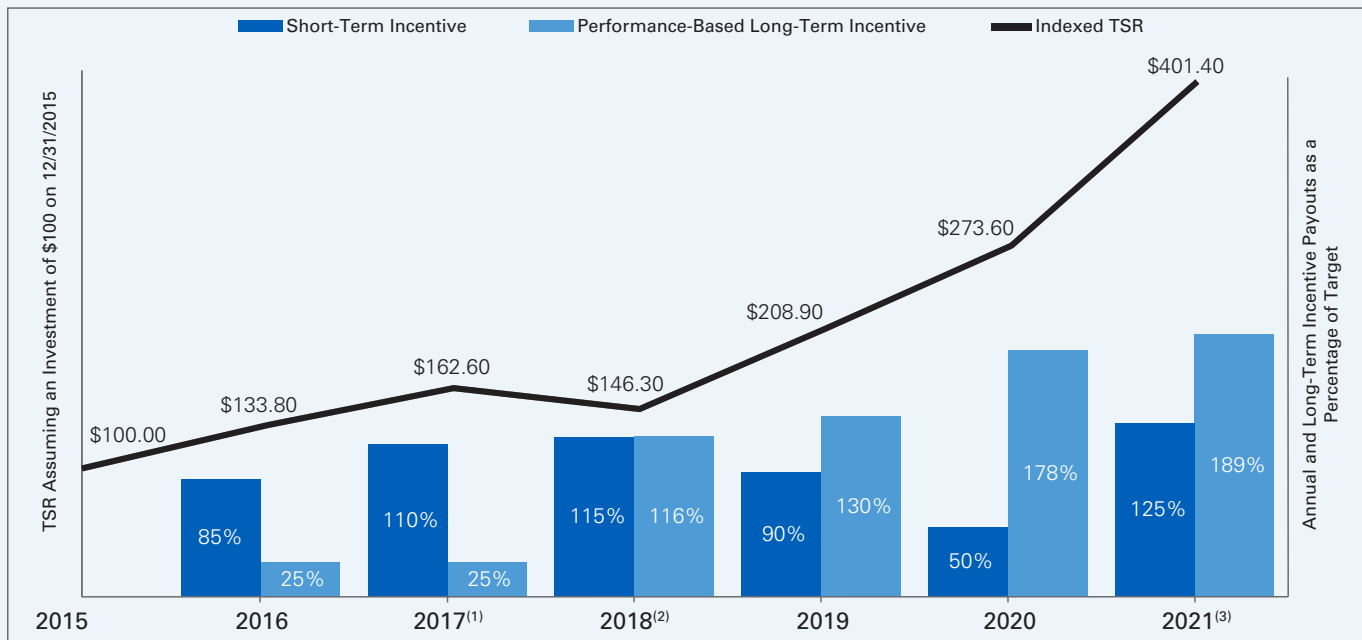
- Caps on payouts under our short- and long-term incentive plans;
- Shareholder-approved equity plans;
- A clawback policy;
- A policy that prohibits hedging or pledging of our shares;
- Share ownership and holding requirements;
- No tax gross-ups;
- No employment contracts; and
- Double-trigger equity vesting upon a change in control.



### Pay for Performance Culture

Our executive compensation programs reflect the belief that the amount earned by our executives must, to a significant extent, depend on achieving rigorous Company, business unit and individual performance objectives designed to enhance shareholder value. The chart below shows the payouts as a percentage of target under our performance-based short- and long-term incentive programs and total return to shareholders over Mr. Arnold's tenure as CEO, illustrating the strong correlation between pay and the performance we are delivering to our shareholders. More information about our short- and long-term incentive programs begins on page 37.

**Total Shareholder Return and Performance-Based Incentive Plan Payouts**



(1) In 2015, we changed the length of our performance-based long-term award periods from four to three years. As a result, two long-term performance periods ended on December 31, 2017. Awards for each period were earned at 25% of target.

(2) In 2016, we changed the long-term incentive plan performance criteria from Adjusted Earnings per Share growth and Cash Flow Return on Gross Capital (weighted equally) to relative Total Shareholder Return. The first TSR-based award period began on January 1, 2016 and ended on December 31, 2018.

(3) In 2021, we replaced the short-term incentive metric Cash Flow Return on Gross Capital (CFR) that had been used in our annual incentive plan since 1993 with an Adjusted Operating Cash Flow (OCF) metric. The new metric, along with the Adjusted Earnings per Share metric, served as the financial performance metrics for the 2021 short-term incentive plan. More information about the change can be found on page 37.

## Summary of 2021 Performance-Based Incentive Plan Payouts

### Short-Term Incentives

The corporate performance factor under our short-term incentive plan was 125%. In February 2021, the Committee determined it was appropriate to replace the Cash Flow Return on Gross Capital measure, which had been used in our annual incentive plan since 1993, with an Adjusted Operating Cash Flow (OCF) measure. At that time, the Committee also established Adjusted Earnings Per Share (EPS) and Adjusted OCF goals for 2021. Adjusted EPS excludes acquisition and divestiture charges, restructuring charges, and intangibles amortization expense from net income per share. Adjusted OCF equals the sum of operating cash flow, U.S. qualified pension contributions, and taxes paid on the sale of our Hydraulics business. The 2021 target Adjusted EPS and Adjusted OCF objectives were \$5.60 and \$2,500 million, respectively. Actual Adjusted EPS and Adjusted OCF were \$6.62 and \$2,703 million, respectively, which generated a calculated payout of 177% of target. However, management recommended and the Committee approved adjusting the formulaic payout to 125% to remove the positive impact of acquisition and divestiture timing that was not controlled by management. More information about our short-term incentive plan and the change to the Adjusted OCF measure can be found on page 37.

### 2021 EXECUTIVE INCENTIVE COMPENSATION PLAN GOALS AND RESULTS

| Payout % Relative to Target               | 50% Payout | 100% Payout | 200% Payout              |
|---|------------|-------------|--------------------------|
| <b>Adjusted Earnings Per Share (50%)</b>  | \$4.70     | \$5.60      | <b>Actual \$6.62</b> ●   |
| <b>Adjusted Operating Cash Flow (50%)</b> | \$2,090M   | \$2,500M    | <b>Actual \$2,703M</b> ● |

### Long-Term Incentives

**2019-2021 ESIP:** Our 2019-2021 long-term, performance-based Executive Strategic Incentive Plan (“ESIP”) is fully based on Total Shareholder Return (TSR) relative to a group of peers. Our 2019-2021 ESIP was earned at 189% of target. The performance criteria under our long-term incentive plan is based on the rank of our Total Shareholder Return (TSR) relative to a group of peers. The results for the 2019-2021 award period are summarized below.

|                          | Threshold  | Target                      | Actual Results                | Maximum                      |
|--------------------------|--|-----------------------------|-------------------------------|------------------------------|
| <b>Relative Ranking</b>  | TSR is positive but ranks the lowest among the peers | 50 <sup>th</sup> Percentile | 94.4 <sup>th</sup> Percentile | 100 <sup>th</sup> Percentile |
| <b>Adjustment Factor</b> | 25%  | 100%                        | 189%                          | 200%                         |

2019-2021 ESIP opportunities took the form of PSUs and were settled in Eaton ordinary shares. Dividend equivalents were paid in cash based on the earned number of share units and the aggregate dividend paid to our shareholders over the award period. Additional information about the 2019-2021 ESIP awards can be found on page 39.

### Review of 2021 Advisory Vote on Executive Compensation

The Board of Directors is committed to understanding the views of our shareholders by providing an opportunity to endorse our executive compensation through an advisory, non-binding vote. In 2021, our shareholders approved our executives’ compensation by a vote of 92%.

The Committee considered these voting results, shareholder feedback, and a comprehensive assessment of Eaton’s executive compensation programs and did not make substantive changes to our executive compensation plans or programs in response to last year’s say-on-pay vote in light of the support we received from shareholders in 2021. The Committee will continue to review our compensation programs each year in light of the annual say-on-pay voting results and shareholder feedback.

## 2021 CEO REALIZED PAY AND OUR PERFORMANCE

Our compensation programs for Mr. Arnold and the other named executive officers are heavily weighted toward performance-based opportunities that are at-risk and subject to our performance.

The table below illustrates the relationship between Mr. Arnold’s target award opportunity and the amounts he actually earned based on our performance against the metrics established for the short- and long-term incentive plans that ended on December 31, 2021. Short- and long-term incentive plan metrics are intended to drive results that create value for our shareholders. This table supplements, but is not a substitute for, the information contained in the Summary Compensation Table on page 49. Each pay component shown below is discussed in more detail in the CD&A that follows.

### COMPENSATION REALIZED BY OUR CHIEF EXECUTIVE OFFICER IN 2021

| Compensation Component                          | Period Earned | Description  | Target      | Amount Earned        |
|---|---------------|--|-------------|----------------------|
| <b>Annual Compensation</b>                      |               |  |             |                      |
| <b>Base Salary</b>                              | 2021          | We generally target the market median when establishing base salaries. Mr. Arnold received a 3.7% merit increase on March 1, 2021.   | n/a         | <b>\$ 1,391,667</b>  |
| <b>Short-Term Incentive</b>                     | 2021          | Mr. Arnold’s target was 160% of base salary. His actual award of 125% of his individual target is consistent with awards delivered to other executives. For more information on this payment, please see “2021 Short-Term Incentive Awards”.   | \$2,240,000 | \$ 2,800,000         |
| <b>Total Annual Cash</b>                        |               |  |             | <b>\$ 4,191,667</b>  |
| <b>Realized Value from Long-Term Incentives</b> |               |  |             |                      |
| <b>Stock Option Exercises</b>                   | 2017-2021     | The gains upon exercise of stock options were based on the increase in our stock price over the period in which Mr. Arnold held the options. Additional details, including the number of shares exercised, are reported in the “Option Exercises and Stock Vested in 2021” table on page 53. | n/a         | <b>\$ 12,943,093</b> |
| <b>Restricted Share Vesting</b>                 | 2018-2021     | This represents the vesting of RSUs that were granted in 2018, 2019 and 2020. This is reported in the “Option Exercises and Stock Vested in 2021” table on page 53.  | n/a         | <b>\$ 14,767,997</b> |
| <b>Total Long-Term</b>                          |               |  |             | <b>\$ 27,711,090</b> |
| <b>All Other Compensation</b>                   |               | Includes the items disclosed as “Other Compensation” in the Summary Compensation Table, such as financial planning reimbursement, and Company matching contributions to the Eaton Savings Plan.  | n/a         | <b>\$ 162,431</b>    |
| <b>TOTAL REALIZED COMPENSATION</b>              |               |  |             | <b>\$ 32,065,188</b> |

The long-term incentive opportunities listed below were earned during a performance period that ended on December 31, 2021 but did not vest until February 22, 2022. The amount realized upon the vesting of these awards will be reported in our 2023 proxy statement. Therefore, these amounts are not included in the table above.

|                       |           |   |  |                           |
|-----------------------|-----------|---|--|---------------------------|
| <b>2019-2021 ESIP</b> | 2019-2021 | Executives earned 189% of the target number of performance share units that were granted in 2019. Dividend equivalents were paid in cash based on the earned number of share units and the aggregate dividend paid to shareholders over the award period. | \$4,500,000<br>expressed as<br>62,375 PSUs | 117,889<br>earned<br>PSUs |
|-----------------------|-----------|---|--|---------------------------|

The realized pay table differs from the Summary Compensation Table in a number of ways, including:

- In addition to base pay and annual incentive actually earned, the Summary Compensation Table includes the accounting value of equity compensation granted during the year, which may or may not ever be earned. In contrast, this realized pay table reports only the elements of compensation actually received and/or realized by Mr. Arnold for performance periods that ended on December 31, 2021. Specifically, the values for equity awards in the realized pay table show the gross compensation (before applicable taxes) that Mr. Arnold received in 2021 upon the exercise of stock options and the vesting of RSUs and PSUs (as shown in the “Option Exercises and Stock Vested in 2021” table on page 53), regardless of when the shares were granted.
- In addition, the realized pay table does not reflect compensation that is based upon pension value increases although these amounts are included in the Summary Compensation Table. The Committee reviews compensation that is based upon the change in pension values as part of the Tally Sheet review discussed on page 34 in the context of a competitive overall benefit design and not as an element of its annual compensation decisions.

## ROLE OF THE COMPENSATION AND ORGANIZATION COMMITTEE

### Membership and Responsibilities

The Compensation and Organization Committee of the Board of Directors in 2021 consisted of 5 independent non-employee directors and is supported by our human resources department. As discussed below, the Committee also may retain one or more independent compensation consultants to assist it.

The Committee is responsible for handling a variety of organizational and compensation matters pertaining to Eaton's leadership, including those shown in the table below. The Committee's charter is available on our website at <http://www.eaton.com/governance>.

| <b>Compensation Tasks</b>  | <b>Organizational Tasks</b>  |
|--|--|
| <ul style="list-style-type: none"><li>• Reviews, approves, and oversees all of our executive compensation plans, including our stock plans;</li><li>• Establishes performance objectives under our short- and long-term incentive compensation plans;</li><li>• Determines the attainment of those performance objectives and the awards to be made to our senior officers under our short- and long-term incentive compensation plans;</li><li>• Determines the compensation for our senior officers, including salary and short- and long-term incentive opportunities;</li><li>• Reviews compensation practices relating to key employees to confirm that these practices remain equitable and competitive; and</li><li>• Reviews new benefit plans or significant changes in such plans or changes with a disproportionate effect on our officers or primarily benefiting key employees.</li></ul> | <ul style="list-style-type: none"><li>• Evaluates the performance of the CEO, with input from all non-employee directors;</li><li>• Reviews the performance capabilities of the other senior officers based on input from the CEO;</li><li>• Reviews succession planning for officer positions including the position of the CEO;</li><li>• Reviews proposed organization or responsibility changes at the senior officer level; and</li><li>• Reviews our practices for the recruitment and development of a diverse talent pool.</li></ul> |

### Use of Consultants

The Committee retained Meridian Compensation Partners as its independent executive compensation consultant to support the Committee's oversight and management of our executive compensation programs. The consultant's duties include helping the Committee validate our executive compensation plans and programs through periodic comprehensive studies. The consultant performed a variety of work for the Committee, including assessing Eaton's executive compensation programs relative to market trends and best-in-class governance practices, providing independent feedback on our analytical work, and assisting the Committee in its review and discussion of material agenda items and its decision-making about our executive compensation programs and individual compensation opportunities. The consultant also coordinated and supported the annual performance appraisal for Mr. Arnold. The Committee used this appraisal as one of several factors in determining his payout under our short-term incentive plan for 2021 and also considered it in determining whether to adjust his base salary or his short- and long-term incentive targets for the next year.

The Committee's written policies require the Company to obtain its review and approval before awarding any material consulting assignment to a firm that the Committee already has engaged. This policy ensures that the Committee's consultants are well positioned to provide independent and impartial advice on executive compensation and governance matters.

## HOW WE ESTABLISH AND VALIDATE PAY

This section explains the Committee’s process for establishing and validating our pay targets. As shown in the table and described in detail below, this process involves several important analyses:

| Analysis                                    | Data Source  | Purpose  | How It’s Used   | When It’s Conducted |
|---|--|--|---|---------------------|
| <b>Market Analysis</b>                      | Aon and Willis Towers Watson Executive Compensation databases  | Setting pay for our executives   | Setting base pay and short- and long-term incentive targets for the next year/award cycle   | November — February |
| <b>Performance Assessments</b>              | Executive feedback   | Evaluating individual performance based on input from the CEO  | Determining the short-term incentive award payments for the award period that recently ended and in determining merit increases and adjusting individual award opportunities for the next award cycle   | November — February |
| <b>Tally Sheets</b>                         | Internal compensation and benefits data  | Evaluating total remuneration and internal pay equity of our executives                                    | Evaluating the total remuneration and projected payments to the named executive officers under various termination scenarios. This helps to determine if each executive’s compensation package is appropriately aligned with that of internal peers and whether any adjustment to our compensation plans or programs, or an individual’s pay package, is necessary. | February            |
| <b>Peer Pay and Performance Analysis</b>    | Publicly available financial and compensation information as reported by the companies that we have identified as peers for compensation and strategic planning purposes | Evaluating pay and performance to validate individual compensation plans that were established in February | Comparing pay and performance results with that of the peer group to determine the efficacy of the “Total Compensation Analysis and Planning Process”.<br><br>This study also provides insight into how competitors establish their pay for performance profile.  | July                |
| <b>Executive Compensation Program Audit</b> | External market data compiled by the Committee’s independent consultant  | Comprehensive review of all executive compensation, benefit, and perquisite programs and design features   | This report compares our programs to prevalent practices in the external market to ensure alignment with the market and best in class governance practices  | October             |

### Total Compensation Analysis and Planning Process (November–February)

We target total compensation to be within the median range of compensation paid by similarly sized industrial companies. We continually monitor and assess the competitive retention and recruiting pressures in the industries and markets where we compete for executive talent. As a result, the Committee periodically has exercised its judgment to set target compensation levels of certain executives above the market median to foster retention.

Several analyses play a role in the Committee’s Total Compensation Analysis and Annual Planning Process:

**Market Analysis** — In the fourth quarter of each year, our human resources department conducts a market analysis. First, we align our executives’ positions with comparable positions as reported in surveys published by two national consulting firms, Aon and Willis Towers Watson. We also review the compensation data that is publicly reported by the companies that comprise our compensation peer group described on page 35. Then, in February, we prepare a comprehensive report for the Committee, which also is reviewed by its independent consultant, that compares our executives’ compensation to the compensation peer group median and the average of the surveys’ median compensation data. This helps the Committee determine how each executive officer’s compensation compares to current market practices.

In preparing our comparison for 2021, we used the survey results for “industrial” companies (as categorized by the survey vendors), whether publicly or privately held, with revenues between \$10 billion and \$50 billion. The group contains between 100 and 150 companies with revenues ranging from approximately one-half to two times our revenue. We believe this comparator group adequately represents the market in which we compete for talent. The companies participating in each survey vary, and we are not able to determine which of the companies reported data for each position and each component of pay.

**Analysis of Internal Pay Equity and our Current Pay Levels** — Internal equity among similarly situated positions is an important consideration in establishing individual pay targets. We maintain internal equity by establishing approximately the same target incentive opportunities for similarly situated positions. When determining what positions are similarly situated, we consider the following aspects of each position: its essential functions, the ability of the position holder to influence our overall results, any educational requirements, where the position stands in our leadership ranks, and job demands such as frequent travel and the responsibility to respond to business matters at any time and under any circumstances.

**Tally Sheets** — In addition to the market analysis, each February we provide the Committee with a comprehensive compensation Tally Sheet for each named executive officer. These Tally Sheets, which also are reviewed by the Committee’s independent consultant, help the Committee evaluate total remuneration and internal pay equity. The Committee reviews them before making decisions about the compensation of the named executive officers for the next year. Each Tally Sheet includes all components of the executive’s current compensation, including base salary, short-term incentive compensation, equity incentive compensation, retirement savings programs, health and welfare programs, and the cost of personal executive benefits. The Committee also reviews potential payments under various termination scenarios.

**Performance Assessments** — Assessments of executive performance are another key part of the Committee’s Total Compensation Analysis and Planning Process. Mr. Arnold meets individually with his direct reports, including the named executive officers, to discuss the performance assessments for their respective direct reports and to formulate initial recommendations for an appropriate total compensation plan for each executive. No member of management, including Mr. Arnold, makes recommendations regarding his or her own pay. The Committee meets with its independent consultant in Executive Session (with no members of management in attendance) to review Mr. Arnold’s performance assessment, the comprehensive market data for his position, and his Tally Sheet to establish his total compensation plan.

## **Evaluating Pay**

In July of each year, the Committee evaluates pay relative to external market data to validate the individual compensation opportunities that were established in February, and also considers whether we are setting appropriate performance criteria. This process involves collecting and reviewing peer group information and third-party survey data and analyzing it as described below.

### **PEER GROUP ANALYSIS**

**Peer Group Selection** — In 2016 the Committee began using proxy compensation data reported by a compensation peer group together with the survey data described under “market analysis” to set each named executive officer’s base salary, short-, and long-term incentive targets. The Committee adopted a compensation peer group in order to have additional data points to consider when setting pay and evaluating compensation programs. The Committee chose the companies in the compensation peer group based on revenue size, market capitalization, and industry. The compensation peer group also represents a sample of companies with whom we compete for talent. Eaton’s revenue and market cap are approximately aligned with the median revenue and market cap of the compensation peer group.

With input from Meridian Compensation Partners, the Committee’s independent consultant, the Committee chose the companies listed in the following table as the compensation peer group:

**2021 Compensation Peer Group**

|                                 |  |                                   |
|---------------------------------|--|-----------------------------------|
| 3M Company                      | ABB Ltd.                                       | Caterpillar Inc.                  |
| Cummins Inc.                    | Danaher Corporation                            | Deere & Company                   |
| Dover Corporation               | Emerson Electric Company                       | Halliburton Company               |
| Honeywell International Inc.    | Illinois Tool Works Inc.                       | Ingersoll-Rand plc <sup>(1)</sup> |
| International Paper Company     | Johnson Controls International plc             | Lear Corporation                  |
| Northrop Grumman Corporation    | PACCAR Inc.                                    | Parker-Hannifin Corporation       |
| Raytheon Company <sup>(2)</sup> | Rockwell Automation, Inc.                      | Stanley Black & Decker, Inc.      |
| Union Pacific Corporation       | United Technologies Corporation <sup>(2)</sup> | Whirlpool Corporation             |

(1) Now Trane Technologies plc

(2) Now Raytheon Technologies Corporation

In July 2021, the Committee asked Meridian to conduct an in-depth analysis of the peer group considering both COVID-related market volatility, the impact of divestitures of Eaton’s Lighting and Hydraulics businesses, Eaton’s acquisitions in its Electrical and Aerospace segments, and acquisition and divestiture activity among the compensation peers listed above. In its review, Meridian evaluated current peer companies against specific characteristics such as, but not limited to: trailing twelve months revenue; market cap and revenue in the range of one-third to three-times those of Eaton’s; number of employees; financial performance; industry; total non-U.S. revenue; number of reporting segments; and whether the company includes Eaton in its own peer group.

Based on the scorecard results, Meridian recommended and the Committee approved removing the following companies: Danaher Corporation, Halliburton Company, Raytheon Technologies Corporation, and Union Pacific Corporation and adding the following companies: Aptiv plc, Carrier Global Corporation, Otis Worldwide Corporation, and TE Connectivity Ltd. With these changes, Eaton’s trailing twelve-month revenue is better aligned with the median of the revised peer group. The peer industry mix of the new compensation peer group remains focused on diversified industrial companies that are operationally and strategically similar to Eaton. The 23 companies that comprise Eaton’s compensation peer group that will be used for benchmarking executive pay in 2022 are:

**2022 Compensation Peer Group**

|                                    |                              |                              |
|------------------------------------|------------------------------|------------------------------|
| 3M Company                         | ABB Ltd.                     | Aptiv, plc                   |
| Carrier Global Corporation         | Caterpillar Inc.             | Cummins Inc.                 |
| Deere & Company                    | Dover Corporation            | Emerson Electric Company     |
| Honeywell International Inc.       | Illinois Tool Works Inc.     | International Paper Company  |
| Johnson Controls International plc | Lear Corporation             | Northrop Grumman Corporation |
| Otis Worldwide Corporation         | PACCAR Inc.                  | Parker-Hannifin Corporation  |
| Rockwell Automation, Inc.          | Stanley Black & Decker, Inc. | TE Connectivity Ltd.         |
| Trane Technologies plc             | Whirlpool Corporation        |                              |

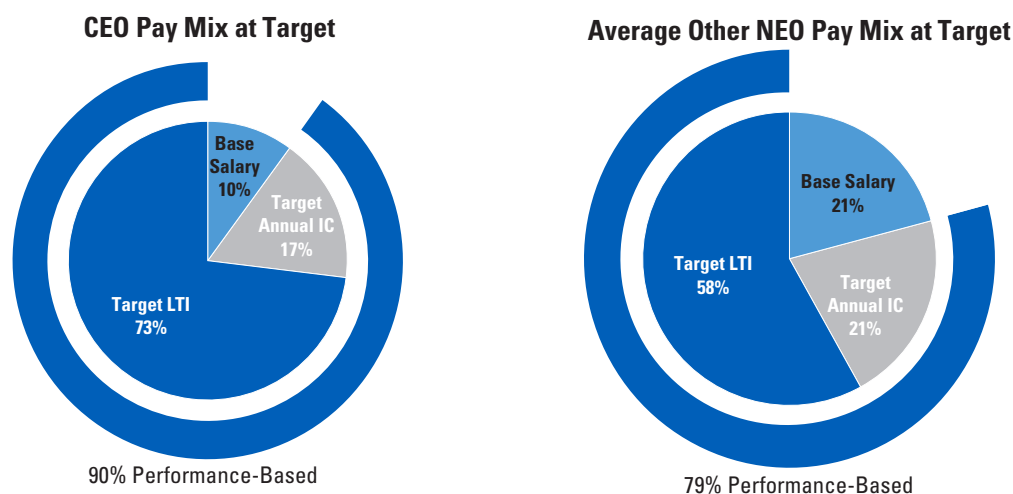
The compensation peer group does not replace Eaton’s strategic peer group that is used by the Board in setting the Company’s strategic plan. The publicly traded companies in the strategic peer group continue to serve as the relative peer group for purposes of comparing total shareholder return as it relates to Eaton’s long-term performance-based incentive plan. The strategic peers were chosen based on their industry segment, among other considerations, so that the overall revenue of each segment would approximate Eaton’s revenues for each segment (Aerospace, Electrical, Vehicle) versus overall revenue for the entire enterprise. The revenue of many companies in the strategic peer group is smaller than Eaton’s and given that there is a correlation between the revenue size of a company and the pay it delivers, the Committee determined that the strategic peer group would not serve as an appropriate peer group for purposes of setting pay.

**Peer Pay Analysis** — Each year we provide the Committee with an analysis that includes the compensation reported by each publicly traded peer in its annual proxy statement and market survey data for positions that are equivalent to positions held by our named executive officers. The Committee uses this analysis in reviewing and establishing our stretch incentive plan goals and in answering whether our compensation targets are appropriate relative to market comparators. In 2021, this review of survey and peer proxy data confirmed that Eaton’s compensation opportunities were aligned with the external data points.

**Executive Compensation Program Audit** — Each October, the Committee’s independent consultant prepares a report that compares Eaton’s executive compensation programs to prevalent practices in the external market. This review includes, but is not limited to, the design of our short- and long-term incentive plans, deferral plan design, severance and change of control practices, executive benefits and perquisites, stock ownership requirements, and clawback policies. The Committee uses this report to determine whether any changes are needed to any of our executive compensation programs to better align with market and governance practices.

## COMPONENTS OF COMPENSATION

In this section, we describe the main components of our compensation, including the plan design and metrics we use in our performance-based incentive plans. The charts below illustrate the mix of pay at target for our CEO and the average of the other named executive officers. Items reported as All Other Compensation and the Change in Pension Values in the Summary Compensation Table are not included in the following charts. The Committee reviews compensation that is reported as All Other Compensation and compensation based upon the change in pension values as part of the Tally Sheet review discussed on page 34 in the context of a competitive overall benefit design and not as an element of its annual compensation decisions.



### OVERVIEW OF OUR PRIMARY COMPENSATION COMPONENTS

| Component                                     | Description  | Form/Timing of Payout  |
|---|--|--|
| <b>Base salary</b>                            | Levels reflect job responsibilities and market competition   | Paid in cash throughout the year   |
| <b>Short-term incentive</b>                   | <b>Executive Incentive Compensation Plan (EIC)</b> – Cash incentive tied to the following performance metrics:<br>Adjusted Earnings Per Share (EPS) and Adjusted Operating Cash Flow (OCF) <sup>(1)</sup> goals as well as business unit and individual performance criteria which include environmental, social and governance measures | Paid in cash after the year has ended and performance has been measured<br><br>Executives can choose to defer payments under our Deferred Incentive Compensation Plan II |
| <b>Long-term incentives</b>                   | <b>Executive Strategic Incentive Program (ESIP)</b> – Long-term performance-based incentive tied to:<br>Relative Total Shareholder Return<br>ESIP opportunities are denominated in performance share units (PSUs) and settled in Eaton ordinary shares<br>Value realization depends on our stock performance                             | Awards are distributed in Eaton ordinary shares after the 3-year award period has ended and performance has been measured  |
|   | <b>Restricted Share Units (RSUs) and stock options</b> – Long-term incentives that vest over time based on continued service to our company<br>Value realization depends on our stock performance  | Vesting in approximately equal annual installments over 3 years  |
| <b>Other performance and retention grants</b> | <b>Retention restricted share units</b> – Granted on rare occasions to foster engagement and retention<br>May be tied to achievement of performance objectives<br>Value realization depends on our stock performance   | Vesting periods range from 3 to 10 years   |

(1) Please see discussion on page 37 regarding the replacement of Cash Flow Return on Gross Capital (CFR) with Adjusted Operating Cash Flow going forward.



## Base Salary

We pay a competitive base salary to our executive officers in recognition of their job responsibilities. In general, the Committee sets base salaries at approximately the market median as described under “Total Compensation Analysis and Planning Process” on page 33. On occasion, the Committee may set an executive’s base salary above the reported market median to foster retention and/or recognize superior performance. Executives must demonstrate consistently effective individual performance in order to be eligible for a base salary increase. In making salary adjustments, the Committee considers the executive’s base salary and total compensation relative to the market median and other factors such as individual performance against business plans, initiative, leadership, experience, knowledge, and success in building organizational capability.

### 2021 BASE SALARY

During the February 2021 Total Compensation Analysis and Planning Process, the Committee reviewed each executive’s base salary relative to the market data as described under “Total Compensation Analysis and Planning Process,” as well as the executive’s individual performance over the prior year. After discussing these items, the Committee determined it was appropriate to deliver merit increases on March 1, 2021, to Messrs. Arnold, Yadav, Monesmith and Brickhouse. Mr. Okray was hired on January 18, 2021 and received a 3.13% increase on March 1, 2021 in consideration of his promotion to Chief Financial Officer. Mr. Fearon did not receive a salary increase in 2021 due to his planned retirement.

| Executive     | Increase % | New Base Salary |
|---------------|------------|-----------------|
| C. Arnold     | 3.70%      | \$1,400,000     |
| T. Okray      | 3.13%      | \$825,000       |
| U. Yadav      | 3.00%      | \$800,717       |
| H. Monesmith  | 4.00%      | \$655,200       |
| B. Brickhouse | 5.00%      | \$640,500       |

## Short-Term Performance-Based Compensation

We establish a competitive annual cash incentive opportunity for each named executive officer which is intended to align with the market median short-term incentive target (expressed as a percentage of base salary) as determined in our annual market analysis. The Committee determines target opportunities for each executive in February during its Total Compensation Analysis and Planning Process.

### CHANGES TO METRICS

In February 2021, the Committee decided to replace the Cash Flow Return on Gross Capital (CFR) metric that had been used in our annual incentive plan since 1993 with an Adjusted Operating Cash Flow (OCF) metric. While CFR is partly a measure of cash flow and has been an effective internal measure for many years, it is a complex, proprietary measure that contains competitive information and is not disclosed publicly. Thus, management recommended and the Committee agreed it was appropriate to introduce a different, more contemporary metric and selected Adjusted Operating Cash Flow. For purposes of this plan, Adjusted OCF equals Operating Cash Flow plus U.S. Qualified Pension Contributions and the taxes paid on the sale of our Hydraulics business.

The Committee selected Adjusted OCF because:

- It measures the change in working capital and is directly linked to the operating efficiencies we need to be successful;
- Operating Cash Flow is publicly disclosed, thereby providing our investors and incentive plan participants with an additional layer of transparency as it relates to our short-term incentive plan metrics;
- It is well differentiated from the Adjusted EPS measure that will continue to be used in the short-term incentive plan; and,
- It is a widely used metric amongst our peers and public companies.

**Metrics, Goals and Results** — In February 2021, the Committee established Adjusted EPS and Adjusted OCF goals based on its review of market analyses, our annual profit plan as approved by the Board of Directors, external research reports, and analyses of peer group data. The Committee also considered Adjusted EPS growth rate guidance for us and our strategic peers as a key starting point for setting aggressive performance objectives for our short-term incentive plan. The Adjusted EPS metric measures earnings growth, while the new Adjusted OCF metric is a direct measure of our company’s ability to produce cash that is available to drive shareholder value through acquisitions, dividends, share buybacks, repayment of debt, and other strategic initiatives. We and the Committee believe these are appropriate metrics because of their link to shareholder value creation. The Committee believes that the target level Adjusted EPS and Adjusted OCF goals established at the beginning of 2021 were demanding but attainable.

The following table shows the 2021 goals and our actual results for the year. Adjusted EPS (which excludes from net income acquisition and divestiture charges, restructuring charges and intangibles amortization expense) and Adjusted OCF (which equals operating cash flow, U.S. qualified pension contributions, and taxes paid on the sale of our Hydraulics business) results were \$6.62 and \$2,703 million, respectively. The results generated a calculated payout of 177%, but management recommended and the Committee agreed it was appropriate to adjust the formula driven payout to 125% of target to remove the positive impact of acquisition and divestiture timing that was not controlled by management.

**2021 EXECUTIVE INCENTIVE COMPENSATION PLAN GOALS AND RESULTS**

| Payout % Relative to Target               | 50% Payout | 100% Payout | 200% Payout              |
|---|------------|-------------|--------------------------|
| <b>Adjusted Earnings Per Share (50%)</b>  | \$4.70     | \$5.60      | <b>Actual \$6.62</b> ●   |
| <b>Adjusted Operating Cash Flow (50%)</b> | \$2,090M   | \$2,500M    | <b>Actual \$2,703M</b> ● |

**2021 SHORT-TERM INCENTIVE AWARDS**

In February 2021, in addition to establishing EIC Plan performance objectives, the Committee also established an individual target award opportunity for each executive that reflected the market median target annual incentive opportunity as determined in our annual market analysis as described on page 33. At the end of the award period, the Committee considered the following items in determining individual payouts:

- The Company’s 125% payout factor as described above.
- Individual performance factors that are based on the achievement of the following performance criteria:
  - *Financial Goals:* Achieving the Company’s annual financial plan, as well as the annual financial plan for the executive’s business unit.
  - *Growth Goals:* Building our brand; outgrowing the markets in which we operate; introducing new products and services.
  - *Operational Excellence:* Workplace safety and emissions reduction; advancements in quality; supply chain improvement; and operational efficiency/productivity.
  - *Building Organizational Capacity:* Reinforcing our ethical standards; attracting and developing talent; developing a diverse and inclusive organization; promoting a learning culture.

Environmental, Social and Governance measures in categories such as ethics, sustainability, and diversity and inclusion, have been embedded in our short-term incentive plan for more than ten years. These measures are factored into the growth, operational excellence and building organizational capacity goals that influence the individual performance factor.

The following table illustrates each named executive officer’s 2021 award opportunity and his actual EIC award relative to that opportunity. Messrs. Arnold’s, Okray’s, Monesmith’s, Yadav’s, and Fearon’s awards are subject to the corporate and individual performance factors described above. Mr. Brickhouse leads a reporting segment and his award is subject to corporate, business unit, and individual performance factors. The awards shown below are rounded to the nearest whole dollar. Each named executive officer’s short-term incentive award is reported in the “Non-Equity Incentive Plan Compensation” column of the Summary Compensation Table.

| Executive                | EIC Target as a % of Salary | EIC Target \$ | Adjusted EPS and OCF Results | Business Unit/Individual Performance Factor | Award         | Award as % of Target |
|--------------------------|-----------------------------|---------------|------------------------------|---|---------------|----------------------|
| C. Arnold                | 160%                        | \$2,240,000   | x 125%                       | x 100%                                      | = \$2,800,000 | 125%                 |
| T. Okray                 | 100%                        | \$825,000     | x 125%                       | x 100%                                      | = \$1,031,250 | 125%                 |
| U. Yadav                 | 100%                        | \$800,717     | x 125%                       | x 100%                                      | = \$1,000,896 | 125%                 |
| H. Monesmith             | 100%                        | \$655,200     | x 125%                       | x 100%                                      | = \$819,000   | 125%                 |
| B. Brickhouse            | 85%                         | \$544,425     | x 125%                       | x 82%                                       | = \$555,994   | 102%                 |
| R. Fearon <sup>(1)</sup> | 100%                        | \$250,985     | x 125%                       | x 100%                                      | = \$313,731   | 125%                 |

(1) Mr. Fearon’s award was prorated due to his retirement.

## Long-Term Incentive Compensation

The Committee establishes a target long-term incentive opportunity for each executive that is intended to align with the market median values as determined in our annual market analysis. We provide long-term incentive compensation to our executive officers in two components that generally are weighted as follows:

- **50% in Performance Share Units:** Relative TSR serves as the performance criteria for the performance-based ESIP periods which are three years in length. ESIP opportunities are denominated in performance share units and the number of share units earned by executives will depend on the rank of our total return to shareholders against that of a TSR Peer Group. The value realized by executives will depend on share price appreciation or depreciation over the award period; thereby providing a direct link to shareholder value creation.
- **50% in Time Based Equity Awards:** The named executive officers receive approximately an equal mix of stock options and RSUs which also provide a link to external performance. Time-based equity vests over a minimum of a three-year period and is subject to continued employment with us over the vesting period.

We believe that this “portfolio approach” to structuring long-term incentives provides an appropriate balance that focuses executives on both an external and internal measure of our success. In limited circumstances, the Committee provides retention restricted share unit grants to foster engagement and retention. The Committee’s independent compensation consultant has confirmed that this approach is appropriate to delivering long-term compensation and is consistent with market practices. No named executive officers received retention grants in 2021.

**Equity Grant Practices** — We typically grant equity-based awards in February. However, in 2021, Mr. Okray received his annual equity grants in April upon becoming our Chief Financial Officer, following Mr. Fearon’s retirement. Mr. Okray’s grants are subject to the same terms and performance criteria as the equity awards granted to the other named executive officers in February 2021. The Committee has the authority to fix the date and all terms and conditions of equity grants to executive officers and other employees under our various stock plans, all of which have been approved by our shareholders. Our equity program adheres to the following best practices:

- Equity-based awards generally vest over, or upon the conclusion of, at least a three-year period and vesting is contingent upon continued service with us over the vesting period (except in the case of an employee’s death, disability, or retirement).
- No more than 5% of the total number of shares authorized for delivery under the Plan may vest within less than one year after the grant date (except for awards granted to non-employee directors, in the event of a change of control of the Company, in the event of a divestment of a business or upon an employee’s death, disability, or retirement).
- We set the strike price for all of our stock options at the fair market value of our shares on the date of the grant. Our current shareholder-approved stock plans define “fair market value” as the “closing price” as quoted on the New York Stock Exchange on the date of the grant.

## PERFORMANCE-BASED LONG-TERM INCENTIVES FOR THE PERIOD ENDING DECEMBER 31, 2021

**2019-2021 ESIP Performance Criteria:** The Committee adopted relative TSR as the performance criteria for the 2019-2021 ESIP period. The Committee began using a relative TSR metric in 2016 to foster a stronger sense of relative peer performance and to alleviate the increasingly difficult market calibration issues that we faced in prior years when the plan was tied to earnings per share growth and cash flow return on gross capital metrics. We and the Committee believe a short-term plan with earnings growth and operating cash flow metrics (via the Adjusted EPS and Adjusted OCF goals) complemented by a TSR-driven long-term plan is an effective combination that will enhance shareholder value.

## Compensation Discussion and Analysis — Components of Compensation

The 2019-2021 ESIP was designed such that our TSR rank among a TSR Peer Group would determine an adjustment factor which could range from 0% to 200%. Ranking in between the threshold, target and maximum performance levels results in linear interpolation of the percentage earned.

Additionally, if our TSR was positive but ranked the lowest among the peer group, the maximum payout that could be earned was 25% of target. If our TSR was the highest when compared to that of the peer companies, but was negative, then the maximum payout that could be earned was 100% of target. Consistent with our historical practice, awards under this plan design were capped at 200% of target.

The TSR Peer Group for the 2019-2021 award period was comprised of twenty companies (excluding Eaton), fourteen of which are direct peers in either the Electrical, Aerospace or Vehicle segments and six of which are indirect but relevant peers. The revenue of the directly competitive peers in each segment expressed as a percentage of total peer group revenue roughly equated to the percentage of revenue each such segment represented of total Eaton revenue at the beginning of the award period (with the indirect peers added to the direct Electrical peers). During 2020, two of our TSR peers, Ingersoll-Rand plc and United Technologies Corporation changed due to spinoff and mergers. Ingersoll-Rand plc now operates as Trane Technologies plc after spinning-off its industrial business at the end of February 2020 and United Technologies Corporation now operates as Raytheon Technologies Corporation after spinning off its Otis and Carrier businesses and merging with Raytheon Company in April 2020. These companies in their new form are no longer strategic TSR peers. Furthermore, their TSR performance was skewed by the share distributions and conversions resulting from the spinoff and mergers. When the Committee approved the goals for the 2019-2021 award period, they reserved the right to exclude from the TSR ranking for the full award period any companies who merge or who are acquired. In light of the foregoing, the Committee has exercised their right to remove these companies from the TSR Peer group. Following the removal, the remaining companies were re-ranked.

**2019-2021 ESIP Awards** — Awards for the 2019-2021 award period were determined based on our TSR ranking among the TSR Peer Group. For ESIP TSR calculation purposes, our stock price at the beginning of the award period was \$66.12, (adjusted to reflect dividend reinvestments over the period) and our stock price at the end of the award period was \$168.80. This resulted in TSR of 155.3%. As described above, per the rights granted under our plan, the Committee determined it was appropriate to exclude from the TSR ranking for the full period those companies who merged during the period. Excluding Ingersoll-Rand plc and United Technologies Corporation, Eaton had an absolute ranking among the remaining peers at two out of nineteen, and a percentile ranking at the 94.4th percentile. This percentile ranking resulted in a performance adjustment factor of 189% of target (rounded up to a whole percentage from 188.8%). The results are shown in the following tables.

|                          | Threshold  | Target                      | Actual Results                      | Maximum                      |
|--------------------------|--|-----------------------------|-------------------------------------|------------------------------|
| <b>Relative Ranking</b>  | TSR is positive but ranks the lowest among the peers | 50 <sup>th</sup> Percentile | <b>94.4<sup>th</sup> Percentile</b> | 100 <sup>th</sup> Percentile |
| <b>Adjustment Factor</b> | 25%  | 100%                        | <b>189 %</b>                        | 200%                         |

## Compensation Discussion and Analysis — Components of Compensation

| Company Name                       | TSR            | Absolute Ranking<br>Prior to Peer Removal | Adjusted Ranking<br>Following Peer<br>Removal <sup>(1)</sup> | Adjustment Factor<br>(Linear Interpolation<br>From 0% to 200%,<br>Rounded to Whole Percent) |
|------------------------------------|----------------|---|--|---|
| Schneider Electric SE              | 194.78%        | 1   | 1  | 200%  |
| <b>Eaton Corporation</b>           | <b>155.30%</b> | <b>2</b>                                  | <b>2</b>   | <b>189%</b>   |
| Deere & Company                    | 129.97%        | 3   | 3  | 178%  |
| Rockwell Automation                | 124.33%        | 4   | 4  | 167%  |
| Dover Corporation                  | 123.50%        | 5   | 5  | 155%  |
| ABB Ltd.                           | 111.56%        | 7   | 6  | 144%  |
| Legrand SA                         | 106.85%        | 8   | 7  | 133%  |
| Hubbell, Inc.                      | 106.75%        | 9   | 8  | 122%  |
| Parker-Hannifin Corporation        | 106.43%        | 10  | 9  | 111%  |
| Illinois Tool Works, Inc.          | 93.74%         | 11  | 10   | 100%  |
| Siemens Aktiengesellschaft         | 86.47%         | 12  | 11   | 89%   |
| Cummins Inc.                       | 64.36%         | 13  | 12   | 78%   |
| Emerson Electric Co.               | 56.57%         | 14  | 13   | 67%   |
| Honeywell International Inc.       | 55.97%         | 15  | 14   | 55%   |
| Woodward, Inc.                     | 35.41%         | 16  | 15   | 44%   |
| BorgWarner Inc.                    | 20.17%         | 18  | 16   | 33%   |
| Moog, Inc.                         | -7.11%         | 19  | 17   | 22%   |
| Allison Transmission Holdings Inc. | -21.23%        | 20  | 18   | 11%   |
| American Axle                      | -32.41%        | 21  | 19   | 0%  |

(1) The following are removed due to mergers and spin-offs as described above. TSR and Rank prior to removal is as follows:

|                            |         |    |
|----------------------------|---------|----|
| Trane Technologies plc     | 112.61% | 6  |
| Raytheon Technologies Corp | 34.00%  | 17 |

Final awards were determined by multiplying the target number of performance share units by the calculated performance factor of 189% and rounding up to the nearest whole share. The earned number of performance share units vested on February 22, 2022 and will be reported in the Options Exercised and Stock Vested Table in our proxy statement for our 2023 Annual General Meeting. Dividend equivalents were also paid in cash based on the aggregate dividend paid over the period (\$8.80) and the final number of share units that were earned.

Awards earned by our named executive officers for the 2019-2021 ESIP Period are shown below.

| Executive               | 2019-2021<br>Target | Target Units | Earned Share Units<br>(based on<br>189% payout) | Value of Award at Vesting<br>(based on \$152.535 on<br>2/22/2022) | Accumulated<br>Dividends<br>(based on \$8.80<br>per share) | Total Award +<br>Dividend<br>Equivalents |
|-------------------------|---------------------|--------------|---|---|--|--|
| C. Arnold               | \$4,500,000         | 62,375       | 117,889   | \$17,982,199  | \$1,037,423  | \$19,019,622                             |
| T. Okray <sup>(1)</sup> | -                   | -            | -   | -   | -  | -  |
| U. Yadav                | \$950,000           | 13,170       | 24,892  | \$3,796,901   | \$219,050  | \$4,015,951                              |
| H. Monesmith            | \$625,000           | 8,665        | 16,377  | \$2,498,066   | \$144,118  | \$2,642,184                              |
| B. Brickhouse           | \$500,000           | 6,935        | 13,108  | \$1,999,429   | \$115,350  | \$2,114,779                              |
| R. Fearon               | \$1,125,000         | 15,596       | 29,477  | \$4,496,274   | \$259,398  | \$4,755,672                              |

(1) Per the terms of his offer, Mr. Okray's participation begins with the 2021-2023 ESIP award period.

## Long-Term Incentives Granted in 2021

**Establishment of Performance Criteria for the 2021-2023 ESIP** — Awards for the 2021-2023 ESIP award period will be determined based on our TSR relative to that of the TSR Peer Group as described on the following page. The structure of our 2021-2023 ESIP is identical to that of the 2019-2021 ESIP described on page 39. That is, TSR is calculated by taking the total of share price appreciation and dividends (assuming immediate reinvestment of dividends) over the three-year period compared to our share price at the beginning of the period. Our TSR rank among the TSR Peer Group will determine an adjustment factor which can range from 0% to 200%, such that executives will earn an award if our TSR ranks as follows:

|                   | Threshold   | Target                      | Maximum                      |
|-------------------|---|-----------------------------|------------------------------|
| Relative Ranking  | TSR is positive but ranks the lowest among the peer group | 50 <sup>th</sup> Percentile | 100 <sup>th</sup> Percentile |
| Adjustment Factor | 25%   | 100%                        | 200%                         |

Additionally, if our TSR is positive but ranked the lowest among the peer group, the maximum payout that can be earned is 25% of target. If our TSR is the highest when compared to that of the TSR Peer Group, but is negative, then the maximum payout that can be earned is 100% of target. The payout between threshold and maximum will be interpolated based on the rank of our TSR among the peer companies.

With the sale of our Lighting and Hydraulics business in 2020 and 2021, respectively, and the recent acquisitions within our Electrical and Aerospace businesses, our revenue mix has changed since we last established our TSR Peer Group in 2016. For our 2021-2023 award period, we established a new TSR peer group that includes sixteen companies, eleven of which are direct peers in either the Electrical, Aerospace or Vehicle segments and five of which are diversified but relevant peers. The revenue of the directly competitive peers in each segment expressed as a percentage of total peer group revenue roughly equates to the percentage of revenue each such segment represented of total Eaton revenue (with the indirect peers added to the direct Electrical peers). The companies included in the TSR Peer Group are:

**Direct Peers:** ABB, Ltd., Allison Transmission Holdings, Inc., BorgWarner, Inc., Hubbell Inc., Legrand S.A., Meggitt, Moog Inc., Rockwell Automation, Inc., Schneider Electric SE, Siemens AG, and Woodward, Inc.

**Diversified Peers:** Dover Corporation, Emerson Electric Co, Honeywell International Inc., Illinois Tool Works Inc., and Parker-Hannifin Corporation

**Performance Share Units Granted for the 2021-2023 ESIP** — In February 2021, the Committee established total long-term incentive opportunities, expressed as a cash value, for each executive. Targets are intended to align with the market median long-term incentive value as determined during our annual market analysis described on page 33. Half of the total long-term incentive target was converted to a number of performance share units based on the 30-day average closing price of our ordinary shares at the beginning of the award period. At the end of the award period, the number of performance share units will be adjusted up or down based on achievement of our TSR rank relative to that of the peers as previously described. The adjusted number of share units, if any, will be distributed to participants in the form of our ordinary shares. An accumulated dividend equivalent covering the performance period will be paid in cash based on the number of share units actually earned.

**RSUs Granted in 2021** — In February 2021, the Committee approved RSU grants that represented approximately 25% of each named executive officer’s target total long-term incentive opportunity. These RSUs vest in approximately equal installments over three years, subject to continued employment with us. We pay dividend equivalents on the earned number of RSUs at the time the shares vest.

**Stock Options Granted in 2021** — The Committee approved Stock option grants which make up the remaining 25% of each named executive officer’s total target long-term incentive opportunity. The stock options granted in 2021 will vest in substantially equal annual installments over three years, subject to the executive’s continued employment with us, and have a strike price equal to the closing price of our ordinary shares on the date of the grant.

**Long-Term Incentive Grants** — Each named executive officer’s target long-term incentive opportunity and mix of grant types is shown below. The Committee considered Mr. Okray’s targets in February in anticipation of him becoming Chief Financial Officer; however, he did not receive his grants until he became the Chief Financial Officer in April 2021. The target amounts shown below differ from the amounts reported in the Summary Compensation Table, which reports the grant date fair value determined in accordance with ASC Topic 718.

## Compensation Discussion and Analysis — Health and Welfare, Retirement and Other Benefit Plans

| Executive     | ESIP Target (\$)<br>(50% of LTI) | RSU Target (\$)<br>(25% of LTI) | Stock Option Target (\$)<br>(25% of LTI) | Target Total<br>Long-Term Incentive (\$) |
|---------------|----------------------------------|---------------------------------|--|--|
| C. Arnold     | \$5,000,000                      | \$2,500,000                     | \$2,500,000                              | \$10,000,000                             |
| T. Okray      | \$1,175,000                      | \$587,500                       | \$587,500                                | \$2,350,000                              |
| U. Yadav      | \$1,200,000                      | \$600,000                       | \$600,000                                | \$2,400,000                              |
| H. Monesmith  | \$900,000                        | \$450,000                       | \$450,000                                | \$1,800,000                              |
| B. Brickhouse | \$700,000                        | \$350,000                       | \$350,000                                | \$1,400,000                              |
| R. Fearon     | \$1,500,000                      | \$750,000                       | \$750,000                                | \$3,000,000                              |

In addition to the annual grants listed above that are intended to reward and recognize Mr. Okray's contributions to our results for the award periods that began in 2021, he also received one-time new hire grants of stock options and restricted share units to replace certain long-term incentive opportunities that he forfeited when he left his former employer to join Eaton. These one-time grants are reported in the Stock Awards and Option Awards columns of the Summary Compensation Table along with the annual grants listed above. The methodology we used to buyout Mr. Okray's forfeited compensation is consistent with the approach we take to replace the value of compensation that is subject to forfeiture for other external hires.

## HEALTH AND WELFARE, RETIREMENT AND OTHER BENEFIT PLANS

### Health and Welfare Benefits and Retirement Income Plans

We provide our executive officers with the same health and welfare and retirement income benefit programs that we provide to our other salaried employees in the United States, with certain exceptions described below. Our named executive officers may choose to participate in our 401(k) plan and receive Company matching contributions, which are reported as "Other Compensation" in the Summary Compensation Table. We provide 401(k) matching contributions that comply with Internal Revenue Code limits.

In place of typical Company-paid group term life insurance, we provide the named executive officers and approximately 200 other employees who were hired prior to January 1, 2016 with Company-paid life insurance coverage under two separate policies. The aggregate coverage provided by these two policies of approximately one times base salary is consistent with the level of coverage provided through our group term life policy to other non-union and U.S. salaried employees. The majority of the executives' life insurance (base salary minus \$50,000) is covered under an executive-owned individual whole-life policy, with the remaining \$50,000 of insurance covered under our group term life policy. The value of the Company-paid premium for the whole life policy is imputed as income to each covered executive. We decided to provide this executive life insurance arrangement to allow each executive to have a paid-up policy at retirement that would mirror Company-provided post-retirement group term life insurance, but with less post-retirement tax complexity for both the executive and the Company.

### Other Retirement and Compensation Arrangements

The 2021 Pension Benefits table on page 55 reports retirement benefits for Mr. Arnold and the other named executive officers who participate in our defined benefit pension plans. Certain provisions of the Internal Revenue Code limit the annual benefits that may be paid from a tax-qualified retirement plan. As permitted under the Code, the Board of Directors has authorized plans under which payment will be made for any benefits that may exceed those limits. If these nonqualified benefits accrued before 2005, executives may choose a lump sum payment or an annuity (unless otherwise determined by the Committee), except that if there is a change of control of the Company, they will be paid at the time of the event (unless otherwise determined by the Board of Directors) in a lump sum. These benefits that accrued after January 1, 2005 will be paid in the form of a single sum at retirement.

In response to market practices and to enhance our ability to attract and retain key executives, the Board of Directors also adopted plans that provide supplemental annual retirement income to certain executives whom we hire mid-career, because they do not have the opportunity to accumulate significant credited service with us under our tax-qualified retirement income or nonqualified restoration plans. These supplemental plans deliver a benefit if the executive either retires at age 55 or older with at least 10 years of service, or at age 65 or older regardless of the years of service. No new participants have been added to this plan since 2011.

The tax-qualified pension plans that we maintain for our U.S. salaried and non-union employees define the term compensation to include base salary, overtime pay, pay premiums and awards under any short-term variable pay or incentive compensation plans (including amounts deferred for receipt at a later date). We use this same definition for calculating pension benefits under the nonqualified executive retirement income arrangements described in the preceding paragraph. These qualified and nonqualified retirement income plans are the only compensation or benefit plans or programs that we provide to executive officers that consider base salary and earned annual incentive awards in the calculation of the executives' account balances. Long-term incentives, including cash and amounts realized upon the exercise of stock options and/or vesting of other equity-based awards are not factored into these calculations.

### **PENSION FREEZE ENACTED DECEMBER 31, 2020**

Eaton regularly considers cost savings opportunities in all aspects of how we operate to ensure we remain competitive. Since 2001, we periodically reviewed our pension plan to determine how we compare to companies like ours, particularly diversified industrial companies. Our latest survey found that many large companies, including over half of our peers had already frozen or announced they were freezing their pension plans. Effective December 31, 2020, we froze our qualified pension plans for US non-union employees, including our named executive officers. This freeze affects participants in our Pension Plan for Eaton Corporation Employees. In the first quarter of 2021 we froze, with the same effect and timing, the related nonqualified DB Restoration and Limited Service Supplemental Plans. These plans are referenced on page 53.

- For those in our "Average Final Annual Compensation" benefit formula (the "AFAC benefit formula"), the freeze will take effect as of December 31, 2025 meaning no additional pay and service credits will be earned beginning on January 1, 2026.
- For those in our "Eaton Personal Pension Account" under the cash balance formula (the "EPPA benefit formula"), the freeze took effect as of December 31, 2020, but we will not end cash balance pay credits until December 31, 2025. Instead of putting the pay credit in employees' cash balance pension accounts, we will duplicate it as a contribution to the Eaton Savings Plan (Eaton's 401(k)) and Eaton Supplemental Retirement Plan over the five-year transition period. Pay credits for compensation greater than the amount of annual compensation that may be taken into account in calculating contributions to a qualified savings plan are credited to the participant's notional account in the Eaton Supplemental Retirement Plan.

At the end of the five-year period, beginning January 1, 2026, these employees will then be eligible to receive the same contribution into the Eaton Savings Plan and Eaton Supplemental Retirement Plan, as applicable, as employees hired April 1, 2013 and following, which is currently a 4% Eaton Retirement Contribution. Any employee hired on or after April 1, 2013 and all U.S. employees of Cooper immediately prior to our acquisition of Cooper receive an additional employer contribution under the Eaton Savings Plan and Eaton Supplemental Retirement Plan, as applicable in lieu of earning a benefit under the aforementioned pension plans.

### **Deferral Plans**

We provide our executives with opportunities to defer the receipt of their earned and otherwise payable awards under our short-term and cash-settled long-term incentive plans. Our deferral plans do not allow executives to defer the receipt of their share-based awards. We offer these deferral arrangements so that our executives have a competitive opportunity to accumulate additional retirement assets and a means to meet our share ownership requirements.

### **Personal Benefits**

We provide our executive officers with limited personal benefits such as reimbursement for financial and estate planning and tax preparation. Personal benefits are treated as taxable income to the executive.

### **Employment Contracts and Change of Control Agreements**

We do not provide our executive officers with employment contracts; however, we do enter into Change of Control Agreements with each executive officer. The agreements do not contain tax gross-up provisions, but do contain double-trigger severance provisions and restrictive covenants. These agreements provide benefits if an executive's employment is terminated or materially changed for certain reasons following a change of control. We believe that these agreements are in the best interest of our shareholders because they help ensure that we will have the continued dedication and focus of key executives in the event of a change of control of the Company. Details of our Change of Control Agreements may be found in the narrative discussion accompanying the Potential Payments Upon Termination beginning on page 57.



## Limited Tax Protection for Relocation and Foreign Assignments

We and the Committee believe that tax protection is appropriate in very limited circumstances to avoid the potential for the value of a benefit to be reduced as a result of tax requirements that are beyond an executive’s control. Specifically, we provide tax protection for our employees under our relocation and foreign assignment policies so that they are able to make decisions to accept new assignments without concern that relocating would be a disadvantage from a tax standpoint.

## Use of Our Aircraft

We own, operate, and maintain Company aircraft to enhance the ability of our executive officers and other corporate and business leaders to conduct business in an effective manner. This principle guides how the aircraft are used. Our stringent aircraft use policy ensures that the primary use of this mode of transportation is to satisfy business needs and that all aircraft use is accounted for at all times and in accordance with applicable laws. The Board of Directors has directed Mr. Arnold to use our aircraft for his business travel, whenever feasible, to ensure his personal security and enhance his productivity. The policy also allows Mr. Arnold to use our aircraft for personal travel as needed. Our aircraft policy does not permit other executives to use Company-owned aircraft for personal use without the advance approval of the Chief Executive Officer. No named executive officers receive tax protection on the imputed income for personal use of Company-owned aircraft.

## EXECUTIVE COMPENSATION POLICIES AND GUIDELINES

### Share Ownership Requirements

We expect all of our executive officers and certain other high-level key executives to hold a number of our shares with a value equal to a pre-determined multiple of their base salary. These multiples, as shown below, represent the minimum guidelines and are consistent with trends we have seen in the competitive market. The following shares are considered when measuring each executives ownership compared to the multiple: Eaton stock owned outright, unvested Eaton restricted share awards or units, Eaton stock credited to the executive's Eaton Savings Plan (ESP) account, and Eaton stock credited to the executive's deferred compensation account. In addition, each executive is required to own a minimum of 20% of the required shares outright, that includes shares owned directly and shares held in the ESP. Stock options and performance share units are not counted toward these requirements.

Executives are expected to hold shares that vest and shares acquired upon the exercise of stock options until these requirements are met. In addition, executives are expected to reach these guidelines within five years of appointment to a new position and are expected to satisfy them for the duration of their employment with the Company.

The Committee reviews each executive officer’s share ownership relative to these levels each February. As of the date this proxy was filed, each of the named executive officers exceeded his ownership and holding requirements.

| Position  | Minimum Requirement   |
|---|-----------------------|
| Chairman and Chief Executive Officer                                  | 6 times base salary   |
| Executive Vice President, Chief Financial Officer                     | 4 times base salary   |
| President and Chief Operating Officer Electrical or Industrial Sector | 4 times base salary   |
| Other Officers  | 2-3 times base salary |
| General Managers and other ESIP participants                          | 1 times base salary   |

## Anti-Hedging and Pledging

**No Hedging Transactions** – Our insider trading policy prohibits all of our officers, including our named executive officers, and directors from engaging in the following types of hedging transactions involving our common stock: (1) any transaction involving the establishment of a short position in Eaton securities; (2) buying or selling puts or calls or other derivatives on Eaton’s securities, or (3) otherwise entering into any hedging arrangements involving Eaton securities.

**No Pledging** – Our insider trading policy prohibits our employees, including our named executive officers, and directors from holding our common stock in a margin account or pledging it as collateral for a loan.

## Clawback Policy

The Board of Directors has adopted a formal policy stating that, if an executive engaged in any fraud, misconduct or other bad-faith action that, directly or indirectly, caused or partially caused the need for a material accounting restatement for any periods as to which a performance-based award was paid or credited to the executive during the 12-month period following the first public issuance of the incorrect financial statement, such award shall be subject to reduction, cancellation or reimbursement to the Company at the Board’s discretion. The clawback policy covers any executive who participates in our ESIP or any successor plans. Our incentive compensation plans, stock plans and deferral plans all include the provisions of this policy. This policy may be found on our website at <http://www.eaton.com/governance>.

## Tax and Accounting Considerations

We carefully monitor and comply with any changes in the laws, regulations, accounting standards and related interpretive guidance that impact our executive compensation plans and programs. Tax and accounting considerations have never played a central role in the process of determining the compensation or benefit plans and programs that are provided to our executives. Instead, the Committee consistently has structured our executive compensation program in a manner intended to ensure that it is competitive in the marketplace for executive talent and provides incentives and rewards that focus our executives on reaching desired internal and external performance levels. Once the appropriate programs and plans are identified, we administer and account for them in accordance with applicable requirements.

## RELATIONSHIP BETWEEN COMPENSATION PLANS AND RISK

### Compensation and Organization Committee Annual Risk Assessment

Each year, the Committee and management conduct a comprehensive review of our executive and broad-based compensation programs to determine whether any of our compensation programs, either individually or in the aggregate, would encourage employees to undertake excessive risks that are reasonably likely to have a material adverse impact on the Company.

After reviewing an inventory of our 2021 broad-based variable pay and sales commission plans, which included the number of participants in each plan, the participants’ levels within the organization, the target and maximum payment potential, performance criteria under each plan, and the type of plan (for example, management-by-objective and goal sharing), the Committee concluded that none of the broad-based programs would likely give rise to a material risk.

The Committee also applied a risk assessment to the short- and long-term incentive plans that are described in this CD&A. This analysis included, but was not limited to, (a) whether performance goals were balanced and potential payments were reasonable based on potential achievement of those goals at the threshold, target and maximum levels; (b) whether there is a balance between short- and long-term incentive opportunities and that pay is not overly weighted toward annual incentive opportunities; and, (c) how our performance objectives and target award opportunities compared to the objectives and target awards underlying our peers’ incentive programs. The Committee concluded that these short- and long-term incentive plans are not likely to give rise to a material risk.

### Our Executive Compensation Strategies and Programs Are Structured to Reduce Risk

The Committee and management also concluded that our executive compensation strategy and programs are structured in the best interest of the Company and its stakeholders and do not create a material risk due to a variety of mitigating factors, such as:

- An emphasis on long-term compensation that utilizes a balanced portfolio of compensation elements and delivers rewards based on sustained performance over time;
- The Committee's sole power to set performance objectives for our incentive plans. In our short-term plan, this includes Adjusted OCF and Adjusted EPS objectives and qualitative goals such as leadership development, growth, operational excellence, and building organizational capacity. We believe these items contribute to increased shareholder value;
- Our long-term performance plan (ESIP) focuses on relative TSR. This creates a focus on driving sustained performance over multiple award periods that mitigates the potential for executives to take excessive risks to drive one-time, short-term performance spikes in any one period;
- The use of equity awards to foster retention and align our executives' interests with those of our shareholders;
- Capping the potential payouts under the short- and long-term incentive plans to eliminate the potential for windfalls;
- A clawback policy that allows us to recover compensation in the case of a material restatement of financial results and/or employee misconduct;
- Share ownership and holding requirements; and
- A broad array of benefit programs that offer employees and executives an opportunity to build meaningful retirement assets throughout their careers.

## CHANGES FOR 2022

### ESIP Long-Term Performance Plan

In light of the changes to certain companies in our strategic peer group and Eaton's changing profile as a result of acquisition and divestiture activities, we have changed the TSR peer group for our 2022-2024 ESIP award period and will describe those changes in the 2023 Proxy Statement.

## COMPENSATION AND ORGANIZATION COMMITTEE REPORT

The Compensation and Organization Committee of the Board of Directors has reviewed and discussed with the Company's management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K and, based on this review and discussion, the Compensation and Organization Committee recommends to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

### COMPENSATION AND ORGANIZATION COMMITTEE

Gregory R. Page, Chair  
Christopher M. Connor  
Silvio Napoli  
Robert Pragada  
Lori J. Ryerkerk

# Compensation Tables

## 2021 SUMMARY COMPENSATION TABLE

This table shows the total compensation of the Company's Chairman and Chief Executive Officer of Eaton Corporation, the current and former Chief Financial Officer of Eaton Corporation, and our three other most highly compensated executive officers in 2021.

### NARRATIVE EXPLANATION OF SUMMARY COMPENSATION TABLE COLUMN INFORMATION:

| Column  | Explanation   |
|---|---|
| <b>Salary</b>   | Consists of base salary, which accounted for, on average, approximately 19% of the total compensation of the named executive officers in 2021.  |
| <b>Bonus</b>  | "Bonus" payments are defined under the disclosure rules as discretionary payments that are not based on any pre-established performance criteria.   |
| <b>Stock and Option Awards</b>  | <p>These two columns show the grant date fair value of equity awards granted to the named executive officers.</p> <ul style="list-style-type: none"> <li>• <b>Stock Awards</b> — Consists of the grant date fair value of awards delivered to each named executive officer in the year reported. The value of RSUs is based on our New York Stock Exchange closing price on the date of the grant. The value of ESIP PSUs is based on a Monte Carlo simulation.</li> <li>• <b>Option Awards</b> — Reports the grant date fair value of stock options awarded in each respective year. The grant date fair value of stock options is based on the Black-Scholes option pricing model.</li> </ul>   |
| <b>Non-Equity Incentive Plan Compensation</b>                                   | Reports the amount earned under the EIC plan. The incentive payments reported for 2021 in this column were approved by the Committee at its February 22, 2022 meeting and, to the extent not deferred by the executive, will be paid on March 31, 2022.   |
| <b>Changes in Pension Value and Nonqualified Deferred Compensation Earnings</b> | <p>Contains two distinct components.</p> <ul style="list-style-type: none"> <li>• "<i>Changes in Pension Value</i>" represents the total change in the actuarial present value of each named executive officer's accumulated benefit under all of our defined benefit pension plans (both tax qualified and nonqualified) from the measurement date used for financial reporting purposes. The change in this column from year-to-year reflects items such as: changes in compensation as defined under the pension plan in which the executive participates, an additional year of service, and changes in the discount and interest rates used to determine the actuarial present value of the accumulated benefit reported in each respective year.</li> <li>• "<i>Nonqualified Deferred Compensation Earnings</i>" include earnings on deferred compensation that exceed 120% of a specified rate of interest for long-term debt instruments established by the Internal Revenue Service, when applicable. Under the disclosure rules, earnings on deferred compensation are considered to be "above-market" if the rate or formula used to calculate the interest under the plan in which the executive participates exceeded a rate of interest established by the Internal Revenue Service. No named executive officers had "above-market" earnings on deferred compensation.</li> </ul> |
| <b>All Other Compensation</b>   | Consists of compensation that does not fit within any of the foregoing definitions of compensation. This compensation includes items such as personal benefits, our contributions to defined contribution plans and the value of insurance premiums paid by us.   |

2021 SUMMARY COMPENSATION TABLE

| Name and Principal Position  | Year | Salary <sup>(1)</sup> | Bonus <sup>(2)</sup> | Stock Awards <sup>(3)</sup> | Option Awards <sup>(3)</sup> | Non-Equity Incentive Plan Compensation <sup>(4)</sup> | Changes In Pension Value and Nonqualified Deferred Compensation Earnings <sup>(5)</sup> | All Other Compensation <sup>(6)</sup> | Total Compensation          |
|--|------|-----------------------|----------------------|-----------------------------|------------------------------|---|---|---------------------------------------|-----------------------------|
| <b>C. Arnold</b><br>Chairman and Chief Executive Officer                   | 2021 | \$1,391,667           | -                    | \$9,172,627                 | \$2,677,140                  | \$2,800,000   | \$3,163,742   | \$162,431                             | \$19,367,607                |
|  | 2020 | \$1,116,346           | \$1,080,000          | \$8,514,256                 | \$2,517,413                  | -   | \$4,082,258   | \$163,474                             | \$17,473,747                |
|  | 2019 | \$1,300,000           | -                    | \$8,280,171                 | \$2,499,904                  | \$1,965,600   | \$5,862,230   | \$54,459                              | \$19,962,364                |
| <b>T. Okray</b><br>Executive Vice President and Chief Financial Officer    | 2021 | \$787,500             | \$2,394,285          | \$5,497,357                 | \$969,004                    | \$1,031,250   | -   | \$516,607                             | \$11,196,003 <sup>(7)</sup> |
| <b>U. Yadav</b><br>President & COO - Electrical Sector                     | 2021 | \$796,830             | -                    | \$2,202,163                 | \$643,284                    | 1,000,896   | \$1,085,954   | \$171,828                             | \$5,900,955                 |
|  | 2020 | \$687,695             | \$388,698            | \$1,833,840                 | \$542,774                    | -   | \$1,517,506   | \$56,968                              | \$5,027,481                 |
|  | 2019 | \$719,448             | -                    | \$1,748,252                 | \$528,000                    | \$675,895   | \$2,118,872   | \$24,294                              | \$5,814,761                 |
| <b>H. Monesmith</b><br>President & COO - Industrial Sector                 | 2021 | \$651,000             | -                    | \$1,651,949                 | \$482,784                    | \$819,000   | \$81  | \$78,216                              | \$3,683,030                 |
|  | 2020 | \$581,538             | \$315,000            | \$1,397,740                 | \$413,098                    | -   | -   | \$89,323                              | \$2,796,699                 |
|  | 2019 | \$576,248             | -                    | \$1,150,437                 | \$347,776                    | \$465,411   | \$819   | \$66,492                              | \$2,607,183                 |
| <b>B. Brickhouse</b><br>President – Americas Region, Electrical Sector     | 2021 | \$635,417             | -                    | \$1,284,922                 | \$374,928                    | \$555,994   | \$695,107   | \$45,845                              | \$3,592,213                 |
|  | 2020 | \$563,077             | \$259,250            | \$1,047,908                 | \$309,824                    | -   | \$999,946   | \$39,941                              | \$3,219,946                 |
|  | 2019 | \$576,146             | -                    | \$920,788                   | \$278,080                    | \$518,546   | \$1,327,346   | \$310,363                             | \$3,931,269                 |
| <b>R. Fearon</b><br>Vice Chairman and Chief Financial and Planning Officer | 2021 | \$250,985             | -                    | \$2,753,030                 | \$803,784                    | \$313,731   | -   | \$134,966                             | \$4,256,496                 |
|  | 2020 | \$915,864             | \$501,971            | \$2,619,771                 | \$774,947                    | -   | \$373,662   | \$91,092                              | \$5,277,307                 |
|  | 2019 | \$984,635             | -                    | \$2,760,634                 | \$833,536                    | \$930,480   | \$1,961,581   | \$40,372                              | \$7,511,238                 |

- (1) In 2021, 2020, and 2019, \$190,000 of Mr. Arnold's salary was attributable to his service as a member of Eaton's Board of Directors per Irish regulations. In 2021, 2020, and 2019, \$75,000, \$150,000, and \$150,000, respectively, of Mr. Fearon's salary was attributable to his service as a member of Eaton's Board of Directors per Irish regulations.
- (2) For 2020, the Committee exercised discretion to create a bonus pool to reward our executives and the other annual incentive plan participants for the company's results and the effort put forth in response to the unprecedented global pandemic. The amounts reported for 2020 reflect these discretionary bonuses. The amount reported for Mr. Okray for 2021 reflects sign-on bonuses he received to replace the annual and long-term incentive opportunities that he forfeited from his former employer when he joined our company.
- (3) These two columns show the grant date fair value of equity awards, computed in accordance with ASC 718, granted to the named executive officers. The value of stock options is based on the Black-Scholes option pricing model. The assumptions used in connection with these valuations are further described in Note 13 to the Consolidated Financial Statements of our 2021 annual report. The actual amounts realized by individual named executive officers likely will vary based on a number of factors, including the market performance of our shares, continued employment through the vesting date, and timing of option exercises. The RSUs and stock options vest in substantially equal installments over a three-year period beginning with the first anniversary of the grant date. Dividend equivalents are paid in cash when the RSUs vest based on the aggregate dividend paid to our shareholders during the restricted period.
- (4) Non-Equity Incentive Plan Compensation reported in this column includes payments earned under the EIC Plan. The material features of this incentive plan are described in the Compensation Discussion and Analysis.
- (5) In 2021, no named executive officers received above-market earnings on his or her nonqualified deferred compensation. The aggregate change in the actuarial present value of the accumulated benefit under all defined benefit pension plans for each named executive officer is noted below. Mr. Monesmith participated in the Cooper Pension Plan, which was merged with the Pension Plan for Eaton Corporation Employees in 2018. He receives no other benefit under the Pension Plan for Eaton Corporation Employees. Mr. Okray does not receive a benefit under the Pension Plan for Eaton Corporation Employees, either. Instead, both Mr. Okray and Mr. Monesmith receive an additional employer-contribution under our defined contribution plan as discussed below and on page 55.

|               | Qualified | Nonqualified | Total       |
|---------------|-----------|--------------|-------------|
| C. Arnold     | \$2,120   | \$3,161,622  | \$3,163,742 |
| T. Okray      | -         | -            | -           |
| U. Yadav      | (\$6,010) | \$1,091,964  | \$1,085,954 |
| H. Monesmith  | \$81      | -            | \$81        |
| B. Brickhouse | \$75,223  | \$619,884    | \$695,107   |
| R. Fearon     | \$28,779  | (\$443,302)  | (\$414,523) |

## Compensation Tables — 2021 Summary Compensation Table

(6) "All Other Compensation" includes the aggregate incremental cost we incurred for certain personal benefits, including:

- Reimbursement of financial, tax and estate planning
- Amounts attributable to relocation
- Personal Use of Company Aircraft: The amount reported in the following table is the executive's use of our airplanes for personal travel. Due to potentially harmful COVID-19 exposure, senior-level officers reporting to the CEO were asked to use the Company aircraft in a reasonable and limited manner for personal travel. We do not reimburse named executive officers for tax costs related to personal or family member use of our aircraft.
- Life Insurance: We provide approximately 200 employees, including the named executive officers who were hired prior to January 1, 2016 with the opportunity to acquire individual whole-life insurance as described on page 43. The annual premium paid by us during 2021 for each of the named executive officers is shown in the chart below. Each participant is responsible for paying individual income taxes due with respect to our insurance program.
- Contributions to the Eaton Savings Plan and Eaton Supplemental Retirement Plan: The amount of our contributions to the named executive officers' accounts under the 401(k) Eaton Savings Plan (the "ESP") and Eaton Supplemental Retirement Plan is reported below. The ESP permits an employee to contribute a portion of his or her salary to the ESP, subject to limits imposed under the Internal Revenue Code. Mr. Okray and Mr. Monesmith, like all other employees hired on or after April 1, 2013, receive an additional 4% of base salary employer contribution under the ESP in lieu of a benefit under our defined benefit pension plans. As described under "Pension Freeze Enacted December 31, 2020" on page 54, participants in the Eaton Personal Pension Account, including Mr. Yadav, Mr. Monesmith, and Mr. Fearon receive credits to the ESP or Eaton Supplemental Retirement Plan, as applicable, in lieu of putting the pay credits in employees' cash balance pension accounts. Mr. Okray also received a one-time contribution to the Eaton Supplemental Retirement Plan plan as a buyout of the retirement benefits he forfeited when he left his former employer to join Eaton. The amount of the additional employer contributions and credits is also included in the table below.
- The amounts of these items reported as "All Other Compensation" are:

|               | Financial<br>Planning | Personal Use of<br>Aircraft | Relocation | Company<br>Paid Life | Employer Contributions<br>to Defined Contribution<br>Plans | Accrued and<br>Unused<br>Vacation | Total Other |
|---------------|-----------------------|-----------------------------|------------|----------------------|--|-----------------------------------|-------------|
| C. Arnold     | \$14,365              | \$109,980                   | -          | \$29,386             | \$8,700  | -                                 | \$162,431   |
| T. Okray      | \$8,356               | -                           | \$60,941   | \$1,124              | \$446,186  | -                                 | \$516,607   |
| U. Yadav      | \$10,000              | \$49,140                    | -          | \$9,146              | \$103,542  | -                                 | \$171,828   |
| H. Monesmith  | \$12,600              | \$14,040                    | -          | \$4,236              | \$47,340   | -                                 | \$78,216    |
| B. Brickhouse | \$12,253              | -                           | -          | \$24,892             | \$8,700  | -                                 | \$45,845    |
| R. Fearon     | \$12,712              | \$10,608                    | -          | \$21,997             | \$65,516   | \$24,133                          | \$134,966   |

(7) As is a typical approach for new hires who forfeit compensation from their former employer to join our company, Mr. Okray received a one-time sign-on bonus, one-time grants of stock and option awards, and a special contribution to the Eaton Supplemental Retirement Plan as a buyout of compensation he forfeited when he left his former employer to join Eaton. For comparison to our other named executive officers, Mr. Okray's total compensation without the one-time items and the relocation benefits related to his transition to Eaton was \$4,759,576.

## GRANTS OF PLAN-BASED AWARDS IN 2021

The following table summarizes the potential awards payable to named executive officers with respect to the short-term and long-term incentive award opportunities granted in 2021.

| Name          | Grant Date               | Estimated Future Payout under<br>Non-Equity Incentive Plan Awards |                |                 | Estimated Future Payout under<br>Equity Incentive Plan Awards |               |                | Stock Awards   |  |   |  |
|---------------|--------------------------|---|----------------|-----------------|---|---------------|----------------|--|--|---|--|
|               |                          | Threshold<br>(\$)   | Target<br>(\$) | Maximum<br>(\$) | Threshold<br>(#)  | Target<br>(#) | Maximum<br>(#) | All Other<br>Stock<br>Awards:<br>Number<br>of Shares of<br>Stock<br>or Units (#) | All Other<br>Option<br>Awards:<br>Number of<br>Securities<br>Underlying<br>Options (#) | Exercise<br>or Base<br>Price of<br>Option<br>Awards<br>(\$/Share) | Grant Date<br>Fair Value<br>of Stock &<br>Option<br>Awards |
| C. Arnold     | 2/23/2021 <sup>(1)</sup> | \$560,000   | \$2,240,000    | \$6,720,000     |   |               |                |  |  |   |  |
|               | 2/23/2021 <sup>(2)</sup> |   |                |                 | 10,184  | 40,735        | 81,470         |  |  |   | \$6,507,009  |
|               | 2/23/2021 <sup>(3)</sup> |   |                |                 |   |               |                |  | 104,250  | \$130.86  | \$2,677,140  |
|               | 2/23/2021 <sup>(3)</sup> |   |                |                 |   |               |                | 20,370   |  |   | \$2,665,618  |
| T. Okray      | 2/1/2021 <sup>(4)</sup>  |   |                |                 |   |               |                | 27,149   |  |   | \$3,299,689  |
|               | 2/1/2021 <sup>(4)</sup>  |   |                |                 |   |               |                |  | 11,810   | \$121.54  | \$275,409  |
|               | 2/23/2021 <sup>(1)</sup> | \$206,250   | \$825,000      | \$2,475,000     |   |               |                |  |  |   |  |
|               | 4/1/2021 <sup>(2)</sup>  |   |                |                 | 2,394   | 9,575         | 19,150         |  |  |   | \$1,529,511  |
|               | 4/1/2021 <sup>(3)</sup>  |   |                |                 |   |               |                |  | 24,500   | \$139.49  | \$693,595  |
| U. Yadav      | 4/1/2021 <sup>(3)</sup>  |   |                |                 |   |               |                | 4,790  |  |   | \$668,157  |
|               | 2/23/2021 <sup>(1)</sup> | \$200,179   | \$800,717      | \$2,402,151     |   |               |                |  |  |   |  |
|               | 2/23/2021 <sup>(2)</sup> |   |                |                 | 2,445   | 9,780         | 19,560         |  |  |   | \$1,562,257  |
|               | 2/23/2021 <sup>(3)</sup> |   |                |                 |   |               |                |  | 25,050   | \$130.86  | \$643,284  |
| H. Monesmith  | 2/23/2021 <sup>(3)</sup> |   |                |                 |   |               |                | 4,890  |  |   | \$639,906  |
|               | 2/23/2021 <sup>(1)</sup> | \$163,800   | \$655,200      | \$1,965,600     |   |               |                |  |  |   |  |
|               | 2/23/2021 <sup>(2)</sup> |   |                |                 | 1,834   | 7,335         | 14,670         |  |  |   | \$1,171,693  |
|               | 2/23/2021 <sup>(3)</sup> |   |                |                 |   |               |                |  | 18,800   | \$130.86  | \$482,784  |
| B. Brickhouse | 2/23/2021 <sup>(3)</sup> |   |                |                 |   |               |                | 3,670  |  |   | \$480,256  |
|               | 2/23/2021 <sup>(1)</sup> | \$136,106   | \$544,425      | \$2,449,913     |   |               |                |  |  |   |  |
|               | 2/23/2021 <sup>(2)</sup> |   |                |                 | 1,426   | 5,705         | 11,410         |  |  |   | \$911,317  |
|               | 2/23/2021 <sup>(3)</sup> |   |                |                 |   |               |                |  | 14,600   | \$130.86  | \$374,928  |
| R. Fearon     | 2/23/2021 <sup>(3)</sup> |   |                |                 |   |               |                | 2,855  |  |   | \$373,605  |
|               | 2/23/2021 <sup>(1)</sup> | \$62,746  | \$250,985      | \$752,955       |   |               |                |  |  |   |  |
|               | 2/23/2021 <sup>(2)</sup> |   |                |                 | 3,056   | 12,225        | 24,450         |  |  |   | \$1,952,821  |
|               | 2/23/2021 <sup>(3)</sup> |   |                |                 |   |               |                |  | 31,300   | \$130.86  | \$803,784  |
|               | 2/23/2021 <sup>(3)</sup> |   |                |                 |   |               |                | 6,115  |  |   | \$800,209  |

(1) **EIC PLAN.** These amounts represent potential payments that were established for 2021 under our EIC Plan, as described on page 37.

(2) **ESIP AWARD.** This represents the potential payments that were established in 2021 for the 2021-2023 ESIP Award Period as described on page 42. ESIP opportunities take the form of PSUs and at the end of the award period, the target number of PSUs will be adjusted based on the Company's TSR rank among a group of peers. The final number of PSUs cannot exceed two times the target number of share units. Dividend equivalents will be paid based on the earned number of PSUs and the aggregate dividend paid to our investors over the three-year award period. Earned awards, if any, will be distributed in the first quarter of 2024 and the value realized will vary based on share price. The value of PSUs shown in this table are computed in accordance with ASC 718.

(3) **STOCK OPTIONS and RSUs.** These amounts represent stock options and RSUs granted on February 23, 2021 and April 1, 2021. The value of RSUs shown in this table are computed in accordance with ASC 718. The value of stock options is based on a Black-Scholes option pricing model. The assumptions used in connection with the valuations of the grants in this table are further described in Note 13 to Consolidated Financial Statements of our 2021 annual report. The actual amounts realized by individual named executive officers will vary based on a number of factors, including the market performance of our shares and timing of option exercises.

(4) Mr. Okray received a one-time new hire grant of 27,149 RSUs and 11,810 stock options on February 1, 2021 to replace the value of his forfeited prior-employer long-term incentive opportunities. The RSUs vest in substantially equal annual installments over a three-year period beginning with the first anniversary of the grant date, subject to his continued employment with us.

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2021

The following table summarizes the outstanding equity awards held by the named executive officers at December 31, 2021. The closing price of our ordinary shares on the last trading day in 2021 (\$172.82) was used to determine the market value of the unvested RSAs and RSUs shown in the “Market Value of Shares or Units of Stock That Have Not Vested (\$)” column.

| Name          | Option Awards |   |  |  |                            |                          | Stock Awards             |  |  |  |  |
|---------------|---------------|---|--|--|----------------------------|--------------------------|--------------------------|--|--|--|--|
|               | Grant Date    | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable <sup>(1)</sup> | Equity Incentive Plan Awards: No. of Securities Underlying Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date   | Grant Date               | Number of Shares or Units of Stock That Have Not Vested (#) <sup>(1)</sup> | Market Value of Shares or Units of Stock that Have Not Vested (\$) | Equity Incentive Plan Awards: No. of Shares, Units or Rights That Have Not Vested (#) <sup>(2)</sup> | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$) |
| C. Arnold     | 2/23/2021     | -   | 104,250  |  | \$130.86                   | 2/23/2031                | 2/23/2021                | 20,370   | \$3,520,343  | 40,735   | \$7,039,823  |
|               | 2/25/2020     | 53,493  | 108,607  |  | \$98.21                    | 2/25/2030                | 2/25/2020                | 16,767   | \$2,897,673  | 50,050   | \$8,649,641  |
|               | 2/26/2019     | 117,183   | 60,367   |  | \$80.49                    | 2/26/2029                | 2/26/2019                | 10,605   | \$1,832,756  | 62,375   | \$10,779,648   |
|               | 2/27/2018     | 116,330   | -  |  | \$81.96                    | 2/27/2028                |                          |  |  |  |  |
| T. Okray      | 4/1/2021      | -   | 24,500   |  | \$139.49                   | 4/1/2031                 | 4/1/2021                 | 4,790  | \$827,808  | 9,575  | \$1,654,752  |
|               | 2/1/2021      | -   | 11,810   |  | \$121.54                   | 2/1/2031                 | 2/1/2021                 | 27,149   | \$3,654,970  |  |  |
| U. Yadav      | 2/23/2021     | -   | 25,050   |  | \$130.86                   | 2/23/2031                | 2/23/2021                | 4,890  | \$845,090  | 9,780  | \$1,690,180  |
|               | 2/25/2020     | 11,533  | 23,417   |  | \$98.21                    | 2/25/2030                | 2/25/2020                | 3,612  | \$624,226  | 10,780   | \$1,863,000  |
|               | 2/26/2019     | -   | 12,750   |  | \$80.49                    | 2/26/2029                | 2/26/2019                | 2,239  | \$386,944  | 13,170   | \$2,276,039  |
|               |               |   |  |  |                            |                          | 2/25/2014 <sup>(3)</sup> | 6,840  | \$1,182,089  |  |  |
|               |               |   |  |  |                            |                          | 2/26/2013 <sup>(3)</sup> | 5,035  | \$870,149  |  |  |
|               |               |   |  |  |                            | 2/21/2012 <sup>(3)</sup> | 5,965                    | \$1,030,871  |  |  |  |
| H. Monesmith  | 2/23/2021     | -   | 18,800   |  | \$130.86                   | 2/23/2031                | 2/23/2021                | 3,670  | \$634,249  | 7,335  | \$1,267,635  |
|               | 2/25/2020     | 8,778   | 17,822   |  | \$98.21                    | 2/25/2030                | 2/25/2020                | 2,754  | \$475,946  | 8,215  | \$1,419,716  |
|               | 2/26/2019     | 16,302  | 8,398  |  | \$80.49                    | 2/26/2029                | 2/26/2019                | 1,474  | \$254,737  | 8,665  | \$1,497,485  |
|               | 2/27/2018     | 17,400  | -  |  | \$81.96                    | 2/27/2028                |                          |  |  |  |  |
|               | 2/21/2017     | 17,200  | -  |  | \$71.89                    | 2/21/2027                |                          |  |  |  |  |
| B. Brickhouse | 2/23/2021     | -   | 14,600   |  | \$130.86                   | 2/23/2031                | 2/23/2021                | 2,855  | \$493,401  | 5,705  | \$985,938  |
|               | 2/25/2020     | 6,583   | 13,367   |  | \$98.21                    | 2/25/2030                | 2/25/2020                | 2,064  | \$356,700  | 6,160  | \$1,064,571  |
|               | 2/26/2019     | 13,035  | 6,715  |  | \$80.49                    | 2/26/2029                | 2/26/2019                | 1,180  | \$203,928  | 6,935  | \$1,198,507  |
|               | 2/27/2018     | 10,150  | -  |  | \$81.96                    | 2/27/2028                |                          |  |  |  |  |
| R. Fearon     | 2/23/2021     | -   | 31,300   |  | \$130.86                   | 2/23/2031                | 2/23/2021                | 6,115  | \$1,056,794  | 1,019  | \$176,104  |
|               | 2/25/2020     | 16,467  | 33,433   |  | \$98.21                    | 2/25/2030                | 2/25/2020                | 5,159  | \$891,578  | 6,417  | \$1,108,986  |
|               | 2/26/2019     | 39,072  | 20,128   |  | \$80.49                    | 2/26/2029                | 2/26/2019                | 3,536  | \$611,092  | 15,596   | \$2,695,301  |
|               | 2/27/2018     | 42,180  | -  |  | \$81.96                    | 2/27/2028                |                          |  |  |  |  |
|               | 2/21/2017     | 52,909  | -  |  | \$71.89                    | 2/21/2027                |                          |  |  |  |  |
|               | 2/23/2016     | 77,932  | -  |  | \$56.55                    | 2/23/2026                |                          |  |  |  |  |
|               | 2/24/2015     | 34,505  | -  |  | \$71.72                    | 2/24/2025                |                          |  |  |  |  |

(1) Unless otherwise noted, stock option awards and RSUs vest in approximately equal installments on the first, second and third anniversary of the date of the grant, subject to the executive's continued employment with us, such that approximately one-third of the unexercisable option awards and one-third of the unvested stock awards granted in 2021 vest on the anniversary of the date of the grant in each 2022, 2023, and 2024 and approximately one-half of the unexercisable option awards and one-half of the unvested stock awards granted in 2020 vest on each February 25, 2022 and 2023.

(2) Unless otherwise noted, represents potential payments that were established in 2021, 2020, and 2019 for the 2021-2023, 2020-2022, and 2019-2021 ESIP Award Periods. The number of earned PSUs will be determined at the end of each three-year award period based on the Company's achievement of the performance criteria that was established for each award period. The earned number of PSUs for each ESIP grant can range from 0 to 200%. The value realized upon the vesting of PSUs will be determined based on the closing price of our ordinary shares on the vesting date. The 2019-2021 ESIP opportunities included in this column were earned at 189% of target and shares vested on February 22, 2022.

(3) Unvested restricted stock awards cliff vest on the tenth anniversary of the date of the grant, subject to continued employment with us.



## OPTION EXERCISES AND STOCK VESTED IN 2021

The following table provides information about exercises of stock options and vesting of PSUs, RSAs and RSUs during the year ended December 31, 2021. The values for exercised stock options reflect the difference between the aggregate option exercise price and the market price of the applicable number of our ordinary shares on the date of exercise. The values for any PSUs, RSAs or RSUs that vested during 2021 reflect the per share closing price of our ordinary shares on the vesting date multiplied by the number of shares that vested.

| Name          | Option Awards:                            |  | Stock Awards:                            |   |
|---------------|---|--|--|---|
|               | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$) <sup>(1)</sup> | Number of Shares Acquired on Vesting (#) | Value Realized on Vesting (\$) <sup>(1)</sup> |
| C. Arnold     | 130,170                                   | \$12,943,093                                   | 113,820                                  | \$14,767,997                                  |
| T. Okray      | -   | -  | -  | -   |
| U. Yadav      | 83,400                                    | \$7,756,901                                    | 25,062                                   | \$3,251,605                                   |
| H. Monesmith  | -   | -  | 16,867                                   | \$2,188,676                                   |
| B. Brickhouse | 20,050                                    | \$1,384,915                                    | 10,371                                   | \$1,346,341                                   |
| R. Fearon     | 26,044                                    | \$1,801,306                                    | 41,152                                   | \$5,338,255                                   |

(1) Amounts realized upon the exercise of options or on the vesting of PSUs, RSAs or RSUs are not eligible for deferral under any of our deferred compensation plans.

## 2021 PENSION BENEFITS

We maintain three basic types of retirement income plans for our U.S. salaried employees. The table that follows shows the estimated present value of the benefits payable under each of our retirement income plans.

- a tax-qualified defined benefit pension plan (referred to as the Pension Plan for Eaton Corporation Employees in the Pension Benefits table) that has two separate benefit formulas: a final average pay formula and a cash balance formula;
- two nonqualified defined benefit restoration plans (collectively referred to as the DB Restoration Plan in the Pension Benefits table); and
- a plan that allows us to supplement the pension benefits earned under our qualified pension plan and nonqualified DB Restoration Plan to certain elected officers and executives who are recruited by us mid-career (referred to as the Limited Service Supplemental Plan in the Pension Benefits table).

**Tax-Qualified Retirement Income Plans** — Effective January 1, 2002, employees who were then earning benefits under the “Average Final Annual Compensation” benefit formula (the “AFAC benefit formula”) under the Pension Plan for Eaton Corporation Employees (the “Pension Plan”) were given the option to either: (a) continue earning benefits under the AFAC benefit formula, or (b) convert the value of their accrued benefit to an “opening balance” and commence earning benefits in an “Eaton Personal Pension Account” under the cash balance formula (the “EPPA benefit formula”). Salaried employees hired on or after January 1, 2002, but before April 1, 2013, automatically earn benefits under the EPPA benefit formula upon becoming eligible for participation in the Pension Plan. Any employee hired on or after April 1, 2013 and all U.S. employees of Cooper immediately prior to our acquisition of Cooper will receive an additional employer contribution under the Eaton Savings Plan or Eaton Supplemental Retirement Plan, as applicable, in lieu of earning a benefit under the Pension Plan. Employees of Cooper who were eligible for a benefit from the Cooper Pension Plan, which was merged with the Pension Plan on December 31, 2018, will receive no further benefit under the Pension Plan but will receive the additional Eaton Savings Plan contribution.

Under the AFAC benefit formula, annual normal retirement benefits are computed at the rate of 1% of average final annual compensation up to the applicable Social Security integration level plus 1.5% of average final annual compensation in excess of the Social Security integration level, multiplied by the employee’s years of credited service. In addition, the employee receives a supplement equal to 1/2% of average final annual compensation up to the applicable Social Security integration level payable until the Social Security Normal Retirement Age. An employee’s average final annual compensation is the average annual amount of his or her eligible compensation (generally consisting of salary plus short-term incentive compensation) for service during the five consecutive years within the last 10 years of employment for which the employee’s total compensation was the greatest. Years of credited service includes the number of years of

employment between age 21 and retirement, subject to a maximum of 44 years. Corporate policies require the named executive officers to retire at age 65.

Under the EPPA benefit formula, a participant's single sum retirement benefit is accumulated throughout his or her career with us. This single sum amount is represented as a notional account balance to which credits are regularly added. The credits are equal to a percentage of eligible compensation (generally consisting of salary and short-term incentive compensation) plus interest at a specified rate and, where applicable, cost-of-living credits on certain opening balances. The percentage of eligible compensation credited to the participant's notional account balance varies over his or her career based on the sum of the participant's age and service with us. For any period when that sum is less than 50, 5.0% of eligible compensation is credited. For any period when the sum is between 50 and 59 (inclusive), 6.0% of eligible compensation is credited. When the sum is between 60 and 69 (inclusive), 7.0% of eligible compensation is credited. When the sum is 70 or greater, 8.0% of eligible compensation is credited. Except as noted below, upon termination of employment, the notional account balance is available as a single sum or may be converted to one of several annuity forms. Under the standard post-retirement surviving spouse option for the AFAC and EPPA benefit formulas, the participant receives a reduced pension, and a pension equal to 50% of the reduced pension is payable to his or her surviving spouse. For example, the benefit for an employee electing that option at age 65 whose spouse is five years younger would be approximately 11.5% less than the amount of the participant's annual benefit.

**Nonqualified Defined Benefit Retirement Plans** — Certain provisions of the Internal Revenue Code limit the annual benefits that may be paid from a tax-qualified retirement plan. This includes a limitation on the amount of annual compensation that may be taken into account in calculating a participant's benefit under a qualified retirement plan. As permitted under the Internal Revenue Code, the Board of Directors has authorized the payment from our general funds of any benefits calculated under the provisions of the Pension Plan that may exceed those limits. This applies to all participants, including the named executive officers.

**Limited Eaton Service Supplemental Retirement Income Plan** — The Board of Directors adopted a plan that provides supplemental annual retirement income to elected officers and certain executives who do not have the opportunity to accumulate significant credited service with us under our tax-qualified retirement income plans, provided that they either retire at age 55 or older and have at least 10 years of service with us or retire at age 65 or older regardless of the years of service. The amount of the annual supplement generally is equal to the amount by which a percentage of the executive's average final annual compensation exceeds his or her earned retirement income. This includes amounts receivable under the retirement plans described above. The percentage of average final annual compensation used for this purpose depends upon an executive's age and years of service at retirement. The percentage ranges from 25% (for retirements at age 55 with less than 15 years of service) to 50% (for retirements at age 62 or older with 15 years or more of service). Benefits accrued and vested before January 1, 2005 under either the nonqualified or the limited service plans generally are paid in one of the forms available under the Pension Plan as elected by the participant. Benefits earned after 2004 are paid as a single lump sum. With respect to all benefits, regardless of when accrued, the present value of the benefit will be paid in a single installment upon a change of control of the Company. No new participants have been added to this plan since 2011.

**Pension Freeze Enacted December 31, 2020** — As discussed on page 44, effective December 31, 2020, we froze our qualified pension plans for US non-union employees, including our named executive officers. This freeze affects participants in our Pension Plan for Eaton Corporation Employees. In the first quarter of 2021 we froze, with the same effect and timing, the related nonqualified DB Restoration and Limited Service Supplemental Plans. These plans are referenced above.

- For those in our "Average Final Annual Compensation" benefit formula (the "AFAC benefit formula"), the freeze will take effect as of December 31, 2025 meaning no additional pay and service credits will be earned beginning on January 1, 2026.
- For those in our "Eaton Personal Pension Account" under the cash balance formula (the "EPPA benefit formula"), the freeze took effect as of December 31, 2020, but we will not end cash balance pay credits until December 31, 2025. Instead of putting the pay credit in employees' cash balance pension accounts, we will duplicate it as a contribution to the Eaton Savings Plan (Eaton's 401(k)) over the five-year transition period. Pay credits for compensation greater than the amount of annual compensation that may be taken into account in calculating contributions to a qualified savings plan are credited to a participant's notional account in the Eaton Supplemental Retirement Plan.

## Compensation Tables — 2021 Nonqualified Deferred Compensation

At the end of the five-year period, beginning January 1, 2026, these employees will then be eligible to receive the same contribution into the Eaton Savings Plan and into the Eaton Supplemental Retirement Plan as employees hired April 1, 2013 and following, which is currently a 4% Eaton Retirement Contribution.

### 2021 PENSION BENEFITS

| Name                        | Plan Name                                    | Number of Years of Credited Service (#) | Present Value of Accumulated Benefit (\$) | Payments During Last Fiscal Year (\$) |
|-----------------------------|--|---|---|---------------------------------------|
| C. Arnold                   | Pension Plan for Eaton Corporation Employees | 21.25                                   | \$1,405,319                               | -                                     |
|                             | DB Restoration Plan                          | 21.25                                   | \$16,035,086                              | -                                     |
|                             | Limited Service Supplemental Plan            | 21.25                                   | \$9,340,190                               | -                                     |
| T. Okray <sup>(1)</sup>     | Pension Plan for Eaton Corporation Employees | -                                       | -   | -                                     |
|                             | DB Restoration Plan                          | -                                       | -   | -                                     |
|                             | Limited Service Supplemental Plan            | -                                       | -   | -                                     |
| U. Yadav                    | Pension Plan for Eaton Corporation Employees | 27.75                                   | \$429,799                                 | -                                     |
|                             | DB Restoration Plan                          | 27.75                                   | \$758,906                                 | -                                     |
|                             | Limited Service Supplemental Plan            | 27.75                                   | \$8,525,852                               | -                                     |
| H. Monesmith <sup>(2)</sup> | Pension Plan for Eaton Corporation Employees | -                                       | \$6,449                                   | -                                     |
|                             | DB Restoration Plan                          | -                                       | -   | -                                     |
|                             | Limited Service Supplemental Plan            | -                                       | -   | -                                     |
| B. Brickhouse               | Pension Plan for Eaton Corporation Employees | 36.50                                   | \$1,526,748                               | -                                     |
|                             | DB Restoration Plan                          | 36.50                                   | \$4,290,942                               | -                                     |
|                             | Limited Service Supplemental Plan            | -                                       | -   | -                                     |
| R. Fearon                   | Pension Plan for Eaton Corporation Employees | 19.75                                   | \$457,982                                 | \$433,542                             |
|                             | DB Restoration Plan                          | 19.75                                   | \$700                                     | \$1,935,227                           |
|                             | Limited Service Supplemental Plan            | 19.75                                   | \$13,085                                  | \$11,995,177                          |

(1) Mr. Okray does not receive a benefit under the Pension Plan for Eaton Corporation Employees or the Limited Service Supplemental Plan.

(2) Mr. Monesmith participated in the Cooper Pension Plan and receives no further benefit under the Pension Plan for Eaton Corporation Employees or the Limited Service Supplemental Plan.

## 2021 NONQUALIFIED DEFERRED COMPENSATION

The following table sets forth the contributions, earnings, withdrawals/distributions, and aggregate balances for the named executive officers under the following plans:

- the Deferred Incentive Compensation Plan (the "DIC Plan");
- the Deferred Incentive Compensation Plan II (the "DIC Plan II");
- the Incentive Compensation Deferral Plan II (the "IC Deferral Plan II"); and,
- the Eaton Supplemental Retirement Plan.

We provide our executives with opportunities to defer the receipt of their earned and otherwise payable awards under our short- and long-term cash incentive plans. We offer these plans to provide our executives with an opportunity to accumulate additional retirement assets, as a means for acquiring shares in order to meet our share ownership requirements, and as an additional form of employment retention. These plans include:

**DIC Plans** — Short-term incentive compensation earned prior to December 31, 2004 was eligible for deferral under the DIC Plan. On February 10, 2010, the Committee approved the termination of the DIC Plan with respect to all participant accounts except for certain accounts that contain deferrals for the years 1986 through 1989. The accounts that were not terminated earn fixed interest based on market rates and individual mortality assumptions in effect at the time of the deferrals. None of the named executive officers have accounts that contain deferrals for the years 1986 through 1989.

Short-term incentive compensation earned after December 31, 2004 is eligible to be deferred under the DIC Plan II. Incentive compensation earned in 2005 through December 31, 2007 that was deferred under the DIC Plan II was credited with earnings that accrued on a phantom share basis, as if the deferred amounts were invested in our ordinary

shares, with earned dividends reinvested in shares. Under the DIC Plan II, prior to the beginning of each calendar year, participants must elect the method and timing of payment with respect to the incentive compensation to be earned in the year that is subject to the deferral election. The creation of the DIC Plan II and the exclusion of deferrals under the prior plan were implemented to satisfy the requirements of Internal Revenue Code Section 409A under the American Jobs Creation Act of 2004 (409A). Beginning with deferrals of short-term incentive compensation earned during 2008 and after for payment following retirement, each executive will have a choice of deferring up to 100% of his or her annual incentive compensation into either or both of (a) an account tracked on a phantom share basis and paid out in our ordinary shares or (b) an account that earns interest equal to that paid on 10-year Treasury Notes plus 300 basis points. Executives also may defer compensation under the DIC Plan II on a short-term basis for payment within 5 years or less.

**IC Deferral Plan** — Similarly, cash settled long-term incentive compensation earned after December 31, 2004 is eligible for deferral under the IC Deferral Plan II. Under the IC Deferral Plan II, prior to the beginning of any award period for which an award may be earned, or later if permitted by us in the case of performance-based compensation (as defined in the final regulations under 409A), participants are required to elect the method and timing of payment with respect to the incentive compensation to be earned during that award period, and that is subject to the deferral election. When an executive elected to defer a long-term incentive award under the IC Deferral Plan II for payment at or following his or her retirement, earnings on a minimum of 50% of the deferred amount must be tracked on a phantom share basis. The remainder of the amount deferred to retirement earns interest equivalents equal to that paid on 10-year Treasury Notes plus 300 basis points. At retirement, the portion of the executive's account that is deferred into phantom shares is paid in our ordinary shares. Incentive compensation deferred pursuant to our deferral plans is unsecured, subject to the claims of our creditors and is exposed to the risk of our non-payment.

A grantor trust that we previously established, the assets of which are subject to the claims of our creditors, will be used to pay those obligations related to deferred incentive compensation earned by our executives prior to 2005. The transaction to acquire Cooper Industries plc required Eaton to fund the vested liabilities in the trust in the amount of \$7.8 million. No comparable trust arrangements currently are in place with respect to incentive compensation deferred after 2004.

**Eaton Supplemental Retirement Plan** — This plan allows company credits to a nonqualified notional retirement account. Participants can direct these company credits into investment funds which are the same investment funds offered under our qualified Eaton Savings Plan. Participants in the EPPA of the Pension Plan for Eaton Employees, employees hired on or after April 1, 2013, and all U.S. employees of Cooper Industries, plc immediately prior to our acquisition of Cooper who have compensation greater than the annual amount that may be taken into account in calculating contributions to the qualified Eaton Savings Plan receive pay credits in the Eaton Supplemental Retirement Plan. The plan may also provide other benefits at the discretion of the Committee.

2021 NONQUALIFIED DEFERRED COMPENSATION

| Name                         | Plan Name                          | Executive Contributions in Last Fiscal Year | Registrant Contributions in Last Fiscal Year | Aggregate Earnings in Last Fiscal Year <sup>(1)</sup> | Aggregate Withdrawals/ Distributions | Aggregate Balance at Last Fiscal Year End |
|------------------------------|------------------------------------|---|--|---|--------------------------------------|---|
| C. Arnold <sup>(2)</sup>     | DIC Plan II                        | \$756,000                                   | -  | \$218,495   | -                                    | \$5,054,712                               |
|                              | Eaton Supplemental Retirement Plan | -   | -  | -   | -                                    | -   |
|                              | <b>Total</b>                       | <b>\$756,000</b>                            | <b>-</b>                                     | <b>\$218,495</b>                                      | <b>-</b>                             | <b>\$5,054,712</b>                        |
| T. Okray <sup>(3)</sup>      | DIC Plan II                        | -   | -  | -   | -                                    | -   |
|                              | Eaton Supplemental Retirement Plan | -   | \$426,003                                    | \$28,103  | -                                    | \$454,106                                 |
|                              | <b>Total</b>                       | <b>-</b>                                    | <b>\$426,003</b>                             | <b>\$28,103</b>                                       | <b>-</b>                             | <b>\$454,106</b>                          |
| U. Yadav                     | DIC Plan II                        | -   | -  | -   | -                                    | -   |
|                              | Eaton Supplemental Retirement Plan | -   | \$71,642                                     | \$3,512   | -                                    | \$75,154                                  |
|                              | <b>Total</b>                       | <b>-</b>                                    | <b>\$71,642</b>                              | <b>\$3,512</b>  | <b>-</b>                             | <b>\$75,154</b>                           |
| H. Monesmith <sup>(4)</sup>  | DIC Plan II                        | -   | -  | \$10,351  | -                                    | \$239,363                                 |
|                              | Eaton Supplemental Retirement Plan | -   | \$27,040                                     | \$53,500  | -                                    | \$458,144                                 |
|                              | <b>Total</b>                       | <b>-</b>                                    | <b>\$27,040</b>                              | <b>\$63,851</b>                                       | <b>-</b>                             | <b>\$697,507</b>                          |
| B. Brickhouse <sup>(5)</sup> | DIC Plan II                        | -   | -  | -   | -                                    | -   |
|                              | Eaton Supplemental Retirement Plan | -   | -  | -   | -                                    | -   |
|                              | <b>Total</b>                       | <b>-</b>                                    | <b>-</b>                                     | <b>-</b>  | <b>-</b>                             | <b>-</b>                                  |
| R. Fearon <sup>(6)</sup>     | DIC Plan II                        | -   | -  | -   | -                                    | -   |
|                              | Eaton Supplemental Retirement Plan | -   | \$37,037                                     | \$1,954   | \$38,991                             | -   |
|                              | <b>Total</b>                       | <b>-</b>                                    | <b>\$37,037</b>                              | <b>\$1,954</b>  | <b>\$38,991</b>                      | <b>-</b>                                  |

(1) When applicable, the amounts reported in the "Aggregate Earnings in Last Fiscal Year" column are also reported in the "Changes in Pension Value and Nonqualified Deferred Compensation Earnings" column of the Summary Compensation Table, to the extent such earnings exceed 120% of the applicable federal rate as determined under the Internal Revenue Code. No named executive officers received "above-market" earnings on his nonqualified deferred compensation.

(2) Mr. Arnold's executive contributions in the last fiscal year reflect his 2020 earned bonus award which was reported in the "Bonus" column of the 2020 Summary Compensation Table. Mr. Arnold's aggregate balance includes \$3,818,340 that was previously reported as compensation in the "Summary Compensation Table" for the years 2018 and 2019. Mr. Arnold participates in the AFAC benefit formula of the Pension Plan for Eaton Corporation Employees and does not receive pay credits in the Eaton Supplemental Retirement Plan.

(3) Includes a special contribution to the Plan to replace benefits that were subject to forfeiture when Mr. Okray left his former employer to join our company. Mr. Okray has not elected to participate in the DIC Plan II.

(4) Mr. Monesmith's aggregate balance in the DIC Plan II includes amounts he earned and elected to defer before he became a named executive officer.

(5) Mr. Brickhouse has not elected to participate in the DIC Plan II. He participates in the AFAC benefit formula of the Pension Plan for Eaton Corporation and does not receive pay credits in the Eaton Supplemental Retirement Plan.

(6) Mr. Fearon retired in 2021 and received a distribution in accordance with the terms of Plan.

2021 POTENTIAL PAYMENTS UPON TERMINATION

A named executive officer may experience a termination of employment under several possible situations. In each of these circumstances, certain plans, agreements, arrangements or practices would provide compensation to the executive in varying amounts. We do not provide employment contracts to our executives and do not have plans or arrangements (other than the Change of Control Agreements previously discussed and standard severance benefits available to all U.S. salaried, nonunion employees) that would require any payment to a named executive officer in the event of a termination of his or her employment.

Instead, the Compensation and Organization Committee of our Board of Directors exercises the sole discretion to decide what, if any, additional severance payments or benefits will be offered to an executive in the case of a termination of employment. In exercising this discretion, the Committee takes a number of factors into consideration, including the reasons for the termination and the individual executive's personal circumstances. The Committee believes that it is in the best interest of the Company and our shareholders to ensure that a departing executive is treated fairly and in a manner that will help us to secure appropriate confidentiality, non-competition, non-solicitation, non-disparagement and general release agreements. Moreover, providing fair and reasonable employment termination compensation is consistent with our overall compensation philosophy.

For each of the termination of employment scenarios described in this section, the estimated potential payments and benefits that might be received by each named executive officer are displayed in the table that immediately follows that description.

## Background and Basic Assumptions

In this section, we discuss termination of employment scenarios that include: (a) Voluntary Resignation or a Termination for Cause; (b) Normal and Early Retirement; (c) Involuntary Termination — Not for Cause; (d) Change of Control; and (e) Death or Disability. The following key principles and assumptions apply to these disclosures:

- Under each of the scenarios, we have assumed that each of the named executive officer's employment terminated on December 31, 2021. Mr. Fearon is not included in these scenarios because he retired prior to the end of the year.
- Each officer's eligibility for the amounts reported as severance payments and benefit arrangements are based on his or her compensation and years of service as of December 31, 2021.
- An executive would be eligible for a full award under the short-term incentive plan for the year ending December 31, 2021 and a full award under a long-term incentive plan for any long-term performance-based award period ending December 31, 2021 if such an award had been payable. We would calculate and pay any such earned awards in accordance with the normal operation of the plans. Therefore, we have not included these awards in the following scenarios because they do not represent a severance or other payment that is triggered by employment termination.
- We maintain a Severance Benefit Plan in which each of the named executive officers participates along with all of our U.S. salaried, non-union employees. We generally pay benefits under this plan only in the case of an involuntary termination of employment other than for Cause. We calculate the benefits under this plan based on the length of service with us from the most recent date of hire. The maximum severance payment under this plan equals one year of base salary and continuation of health and welfare benefits for six months. However, the severance payment that we would expect to provide to a named executive officer under the scenarios described on the following pages would be made in lieu of any benefit under these standard severance arrangements.
- To the extent the Committee would decide that a terminated executive is eligible for pro-rated participation in one or more of the open award periods under our long-term incentive plans, the estimated pro-rated awards shown in the following scenarios reflect (a) credit for the total number of months of service with us from the start of an eligible award period through the executive's termination date as a percentage of the total number of months in the award period multiplied by (b) the officer's target award for each open award period. Although we show the aggregate amount of these estimated payments for the named executive officers as a lump sum amount, our practice would be to make the pro-rated payments to executives at the end of each of the award periods once actual performance under the plan is known, except in the case of a termination in connection with a change of control.
- Under the terms of our standard form of stock option, RSA and RSU grant agreements for grants awarded on or after May 1, 2015, acceleration only occurs in the event of a change of control if the acquiring company does not assume or replace the grants or if the executive is terminated in connection with the change in control. For equity awards granted prior to May 1, 2015, vesting of all the executives' outstanding unvested equity grants would be accelerated in the event of a change of control.
- Except under very unusual circumstances, the Committee would not provide any increases, payment acceleration or other enhancements to the benefits previously earned or credited under our benefit plans or programs in connection with any of the termination scenarios. These plans and programs would include (a) all retirement income plans (including defined benefit, defined contribution and nonqualified retirement income plans), (b) health and welfare plans (including post-retirement medical and life insurance coverage), (c) any vested and accrued vacation and (d) any amounts credited to the executives' accounts under our nonqualified deferred compensation plans. Payments of earned and vested amounts under these plans and programs are not included in the scenarios described below.
- In these termination scenarios, we expect that the Committee would provide the executive (or, in the case of death, the estate or surviving spouse, if any) with continued reimbursement for the cost of income tax return preparation and estate and financial planning services for the year of and year following termination of employment. These reimbursements to the executives would be reported as imputed income and would be subject to ordinary income tax treatment. The estimated expense reimbursements shown in the scenarios below represent the approximate cost of this benefit based on the amount of each named executive officer's most recent reimbursement.

## Voluntary Resignation or Termination for Cause

An executive is not entitled to receive any additional forms of compensation or benefits, other than any accrued and vested vacation, deferral account balances and vested qualified and nonqualified retirement income, if he or she voluntarily resigns when he or she is not yet eligible for retirement or if his or her employment with us is terminated for Cause.

## Normal and Early Retirement

Each named executive officer is subject to mandatory retirement at age 65 and is eligible to elect voluntary retirement after having attained age 55 with ten or more years of service. Consistent with the policy applied to non-executive employees who were hired on or before December 31, 2001, in the event we involuntarily terminate an officer after the officer attained age 50 with ten or more years of service, he or she also would be treated as a retiree under the programs described below. As of December 31, 2021, Mr. Okray and Mr. Monesmith did not meet the age and service requirements to be treated as a retiree under these programs. This retirement scenario includes:

- pro-rated eligibility in the open award periods under our performance-based long-term incentive program (ESIP);
- vesting of the then unvested stock options, RSAs and RSUs according to the vesting schedule set forth in each grant agreement. For illustrative purposes, these awards are valued based on the closing price of our shares on the last trading day of 2021 (\$172.82), regardless of when they vest; and
- reimbursement for the costs of income tax return preparation and estate and financial planning assistance for the year of and year following retirement.

|               | Severance | Pro-Rated ESIP | Equity Vesting Into Retirement | Benefit Continuation | Tax Preparation and Financial Counseling | Outplacement | Total        |
|---------------|-----------|----------------|--------------------------------|----------------------|--|--------------|--------------|
| C. Arnold     | -         | \$8,537,351    | \$26,301,956                   | -                    | \$28,730                                 | -            | \$34,868,037 |
| U. Yadav      | -         | \$1,899,866    | \$8,914,816                    | -                    | \$20,000                                 | -            | \$10,834,682 |
| B. Brickhouse | -         | \$1,092,785    | \$3,283,953                    | -                    | \$24,505                                 | -            | \$4,401,243  |

## Involuntary Termination — Not for Cause

In the event of an involuntary termination (not for cause), the Committee typically would provide a named executive officer with the following items.

- severance pay of up to two times the total of his or her base salary and target incentive award under our short-term incentive plan;
- pro-rated eligibility in any open award periods under the performance-based long-term incentive plans in which the officer had participated for at least half of the award period as of the termination date;
- In the case of a no-fault termination such as a reduction in force, the Committee may choose to accelerate the vesting of restricted share units that are scheduled to vest within the twelve-month period following the termination date;
- continuation of health and welfare benefits for six months;
- executive outplacement benefits; and
- an officer who is involuntarily terminated after having reached eligibility for early retirement generally would receive the ESIP and equity treatment described under "Normal and Early Retirement."

|               | Severance   | Pro-Rated ESIP | Equity Vesting | Benefit Continuation | Tax Preparation and Financial Counseling | Outplacement | Total        |
|---------------|-------------|----------------|----------------|----------------------|--|--------------|--------------|
| C. Arnold     | \$7,280,000 | \$8,537,351    | \$26,301,956   | \$23,876             | \$28,730                                 | \$18,000     | \$42,189,913 |
| T. Okray      | \$3,300,000 | -              | \$967,792      | \$6,898              | \$16,712                                 | \$18,000     | \$4,309,402  |
| U. Yadav      | \$3,202,868 | \$1,899,866    | \$8,914,816    | \$13,312             | \$20,000                                 | \$18,000     | \$14,068,862 |
| H. Monesmith  | \$2,620,800 | \$995,829      | \$693,872      | \$10,896             | \$25,200                                 | \$18,000     | \$4,364,597  |
| B. Brickhouse | \$1,184,925 | \$1,092,785    | \$3,283,953    | \$21,188             | \$24,505                                 | \$18,000     | \$5,625,356  |

## Change of Control

Another scenario under which a named executive officer's employment may terminate is through a qualifying termination in connection with a change of control of the Company. We have entered into Change of Control Agreements with certain officers, including each of the named executive officers, which provide for payments and benefits in the event of a termination of employment in the context of a change of control of the Company. In addition, as noted above in "Background and Basic Assumptions," under the terms of our standard form of equity grant agreements, in the case of a change of control of the Company, vesting of all the executives' outstanding unvested equity grants would be

## Compensation Tables — 2021 Potential Payments Upon Termination

accelerated if the grants are not assumed or replaced by the acquiring company or if the executive is terminated in connection with the change in control.

The Change of Control Agreements that we have with our officers contain the following key provisions:

- The agreement first becomes effective upon a change of control of the Company.
- For the two years following the change of control, the agreement protects the executive officer from certain changes to his or her employment, position, duties, compensation and benefits.
- If, during this two-year period, the successor company terminates the executive officer's employment other than for "Cause" (which includes the willful and continued failure of the executive to perform his or her duties, the executive's conviction of a felony involving dishonesty, or the executive's willful engagement in gross misconduct which is materially and demonstrably injurious to the Company) or "Disability" or if the executive terminates his or her employment for "Good Reason" (which includes the assignment to the executive of any duties inconsistent in any respect with the executive's position; failure by the Company to comply with any of the provisions of the Change of Control Agreement (other than inadvertent failure not occurring in bad faith); the Company requiring the executive to be based at any office or location that differs from what is specified in the Change of Control Agreement; or the Company requiring the executive to travel on Company business to a substantially greater extent than was required immediately prior to the change of control), the executive would receive:
  - a. A lump sum cash payment equal to the aggregate of (1) any earned but as yet unpaid base salary and short-term and performance-based long-term incentive awards (ESIP) for completed incentive award periods, (2) a prorated portion of his or her target opportunity for any open ESIP award periods and (3) the executive's annual base salary and target incentive opportunity under the short-term EIC plan multiplied by three. Two years of this payment represents a severance payment and one year is in exchange for an agreement not to compete with us for a period of one year following the termination date; and,
  - b. Continued health and welfare benefits for a period of two years, as if the executive's employment had not been terminated.
- To the extent that any payments under the Change of Control Agreements are deferred compensation and the executive is a "specified employee" within the meaning of Internal Revenue Code Section 409A and the regulations thereunder (determined in accordance with the methodology established by us as of the date of termination of employment), such payments or other benefits will not be paid or provided before the first business day that is six months after the date of termination of employment.
- No executives receive tax protection on payments made in connection with a change in control.

As is common practice with such agreements, these payments and benefits would not be subject to any requirement that the officer seek other employment or any other form of mitigation. We would pay the officer's legal fees if he or she needed to take action to enforce the provisions of the agreement or defend the agreement's terms if contested by us.

Based on the foregoing assumptions, the estimated amounts payable to each named executive officer upon a termination of employment in connection with a change of control of the Company are shown in the table below.

|               | Severance    | Pro-Rated<br>ESIP | Accelerated<br>Equity | Benefit<br>Continuation | Tax Preparation<br>and Financial<br>Counseling | Outplacement | Total        |
|---------------|--------------|-------------------|-----------------------|-------------------------|--|--------------|--------------|
| C. Arnold     | \$11,032,000 | \$8,537,351       | \$26,301,956          | \$95,504                | \$28,730                                       | \$18,000     | \$46,013,541 |
| T. Okray      | \$4,950,000  | \$580,753         | \$6,941,900           | \$27,590                | \$16,712                                       | \$18,000     | \$12,534,955 |
| U. Yadav      | \$4,908,395  | \$1,899,866       | \$8,914,816           | \$53,249                | \$20,000                                       | \$18,000     | \$15,814,326 |
| H. Monesmith  | \$3,963,960  | \$1,441,946       | \$4,258,867           | \$43,582                | \$25,200                                       | \$18,000     | \$9,751,555  |
| B. Brickhouse | \$3,581,996  | \$1,092,785       | \$3,283,953           | \$84,750                | \$24,505                                       | \$18,000     | \$8,085,989  |



## Death or Disability

In the event of the death or disability of a named executive officer, the executive or the estate, whichever is appropriate, would receive pro-rated payments for any open award periods under ESIP. In addition, the Committee could exercise its discretion to accelerate the vesting or allow the continued vesting of any unvested stock options, RSUs and RSAs. These amounts are shown for each named executive officer in the table below.

|               | Severance | Pro-Rated<br>ESIP | Accelerated<br>Equity | Benefit<br>Continuation | Tax Preparation<br>and Financial<br>Counseling | Outplacement | Total        |
|---------------|-----------|-------------------|-----------------------|-------------------------|--|--------------|--------------|
| C. Arnold     | -         | \$8,537,351       | \$26,301,956          | -                       | \$28,730                                       | -            | \$34,868,037 |
| T. Okray      | -         | \$580,753         | \$6,941,900           | -                       | \$16,712                                       | -            | \$7,539,365  |
| U. Yadav      | -         | \$1,899,866       | \$8,914,816           | -                       | \$20,000                                       | -            | \$10,834,682 |
| H. Monesmith  | -         | \$1,441,946       | \$4,258,867           | -                       | \$25,200                                       | -            | \$5,726,013  |
| B. Brickhouse | -         | \$1,092,785       | \$3,283,953           | -                       | \$24,505                                       | -            | \$4,401,243  |

## 2021 CEO Pay Ratio

We are providing the following information about the relationship of the annual total compensation of our employees and the annual total compensation of Mr. Arnold, our Chairman and Chief Executive Officer, as required by Item 402(u) of Regulation S-K. We identified our median employee using our global population as of October 1, 2021, which included approximately 88,395 regular and temporary employees. In compliance with Item 402(u), we excluded all employees in 5 countries totaling 4,360 employees (approximately 4.93% of our total workforce). Employees in the following countries were excluded:

| Country            | Headcount |
|--------------------|-----------|
| Philippines        | 1,667     |
| Serbia             | 989       |
| Turkey             | 986       |
| Taiwan             | 654       |
| Russian Federation | 64        |

As a result, our pay ratio includes 84,035 of our employees in 71 countries. We have chosen annual base salary as the consistently applied compensation measure used to identify the median employee. Base salary is the primary compensation component for a large portion of our workforce and is the one pay component that has a similar definition and is reported in a similar manner globally. Therefore, annual base salary provides an accurate depiction of total earnings for the purpose of identifying our median employee. Base salaries for employees outside the United States were converted to United States Dollars by applying the applicable exchange rates in effect on October 1, 2021. No cost of living adjustments were applied in our methodology.

Our median employee's total compensation of \$56,287 was calculated in the same manner as we calculated total compensation for each of the named executive officers in the Summary Compensation Table and includes base salary, overtime pay, recognition bonus amounts, employer contributions to retirement plans, and employer contributions to health and welfare benefits. Mr. Arnold's total compensation for purposes of this disclosure is \$19,385,973 and also includes contributions to health and welfare benefits (which are properly excluded from the Summary Compensation Table). Accordingly, our CEO to Employee Pay Ratio is 344:1.

# 2021 Director Compensation

Non-employee directors receive their retainer in approximately an equal mix of cash (\$150,000) and equity (\$150,000). Compensation for our non-employee directors was structured as follows:

## Cash Compensation

### 2021 DIRECTOR CASH COMPENSATION

|  |           |
|--|-----------|
| Annual cash service retainer for all Board members | \$150,000 |
| Additional Committee service retainers:            |           |
| Lead Director                                      | \$40,000  |
| Audit Committee Chair                              | \$30,000  |
| Compensation and Organization Committee Chair      | \$30,000  |
| Finance Committee Chair                            | \$20,000  |
| Governance Committee Chair                         | \$20,000  |
| Innovation and Technology Committee Chair          | \$20,000  |
| Audit Committee members                            | \$15,000  |

Non-employee directors may defer payment of their fees as described in “Other Plans and Benefits” below and in footnote 4 to the table on page 65.

## Equity Compensation

**Restricted Share Units Granted in 2021** — Under our Stock Plan as approved by our shareholders, non-employee directors receive RSUs with a value that is approximately equal to the annual cash retainer in effect on the grant date (\$150,000 for 2021). The 2021 RSUs were granted Tuesday, February 23, 2021. The number of units a director received was based on the average New York Stock Exchange closing price of our ordinary shares over the first thirty trading days of the year. RSUs receive dividend equivalents that are reinvested as RSUs. The Governance Committee sets the terms and conditions for non-employee director RSU grants. No additional equity awards may be granted to our non-employee directors under any of our other stock plans.

In July 2021, the Board, upon the recommendation of the Governance Committee, determined it would be appropriate to change the date of the non-employee Director grant from the date of the February Governance Committee meeting to the date of our Annual General Meeting to coincide with the beginning of each Director’s term of service and because most new Directors are elected to the Board on the date of the Annual General Meeting. The Board, upon the recommendation of the Governance Committee, also decided to provide prorated grants to non-employee Directors who are appointed to the Board on a date other than the date of the annual equity grant to compensate them for their service from the date of appointment until they receive their first annual grant at the next Annual General Meeting. Prior to this decision, non-employee Directors who were elected or appointed after the February annual grant did not receive the equity portion of their annual retainer until the February following their appointment, with some Directors serving nearly a year without receiving this component of compensation. This resulted in a misalignment of the new non-employee Director’s service and his or her total compensation in the year of election or appointment. In consideration of this deficit, the Board, upon the recommendation of the Governance Committee, approved prorata grants to those Directors who had been elected or appointed in 2019, 2020, or 2021 after the annual grant had occurred in each respective year. Those Directors received these grants in September 2021. The proration factor for the grants was determined by multiplying the value of the equity retainer (\$150,000) by a ratio where the numerator was equal to the number of months from the non-employee Director’s election or appointment to the date he or she received the first grant and a denominator of twelve. The number of prorated units a director received was based on the average 30-day New York Stock Exchange closing price of our Ordinary shares leading up to and including the grant date. The additional one-time grants are included in the “Stock Awards” column of the following table.

## Non-Employee Director Pay Limits

In February 2020, the Governance Committee adopted a limit on non-employee Director pay such that the aggregate grant date fair value (determined as of the date of grant in accordance with applicable financial accounting rules) of all awards granted to any non-employee Director in a single calendar year, taken together with any cash fees paid during that year, shall not exceed \$750,000. In the case of a Director serving as non-executive Chairman of the Board, this limit shall be \$1,500,000.

## Determining Compensation

The Governance Committee considers a number of factors when determining non-employee director compensation and the components thereof. One of many factors is the compensation level and compensation mix delivered to non-employee directors at the 23 companies in our Compensation Peer Group listed on page 35, and 13 companies that, like Eaton, are domiciled in Ireland. The 13 Irish-domiciled companies include:

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|                      |                                     |                         |
|----------------------|-------------------------------------|-------------------------|
| Accenture plc        | Aon, plc                            | Endo International plc  |
| IHS Markit, Ltd      | Johnson Controls International, plc | Liberty Global, plc     |
| Mallinckrodt plc     | Medtronic plc                       | Pentair plc             |
| Perrigo Co plc       | Seagate Technology plc              | Trane Technologies, plc |
| Weatherford Intl plc |                                     |                         |

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With the assistance of its independent Executive Compensation Consultant, the Governance Committee periodically conducts formal external market pay studies, using the two peer groups listed above. It is our objective to provide total compensation at the median of both the compensation peer group and the additional Ireland and U.K. domiciled companies. Currently, total compensation is set at the approximate median external market value.

## Robust Holding Requirement

RSUs granted to non-employee directors vest at retirement, thereby creating a robust holding requirement. We measure actual ownership relative to a threshold holding requirement of five times the annual cash retainer. Directors are expected to reach that level of ownership within five years of joining our Board.

## Anti-Hedging and Pledging

We also have a policy that prohibits directors from pledging or engaging in financial hedging of their investment risk in our shares.

## Other Plans and Benefits

Under the Non-Employee Director Fee Deferral Plans adopted by the Board, non-employee directors can elect to defer fees earned in cash. The rate of return varies depending on whether the director elected to defer the fees as retirement compensation or as short-term compensation as described in footnote (4) in the table below.

Non-employee directors who were initially elected to the Board prior to 2008 are provided access to certain health and welfare benefit arrangements, which include \$100,000 in group term life insurance and participation in medical and dental coverage designed to mirror benefits provided to our employees. Former non-employee directors retain the following benefits after retirement: group term life insurance, with coverage reduced to \$33,333; and medical (but not dental) coverage. Both current and retired non-employee directors are entitled to participate in the same gift matching program that is available to all of our current and retired employees. Under this program we match contributions to qualified charitable organizations \$0.50 on the dollar up to a maximum of \$5,000 in any calendar year.

## 2021 Director Compensation

The table below shows the compensation and benefits applicable to our non-employee directors for 2021.

| Name        | Fees Earned or Paid in Cash <sup>(1)</sup> | Stock Awards <sup>(2)</sup> | Option Awards | Non-Equity Incentive Plan Compensation <sup>(3)</sup> | Change in Pension Value and Nonqualified Deferred Compensation Earnings <sup>(4)</sup> | All Other Compensation <sup>(5)</sup> | Total Compensation |
|-------------|--|-----------------------------|---------------|---|--|---------------------------------------|--------------------|
| C. Connor   | \$190,000                                  | \$160,304                   | -             | -   | -  | \$30,873                              | \$381,177          |
| M. Critelli | \$87,500                                   | \$160,304                   | -             | -   | -  | \$2,601                               | \$250,405          |
| O. Leonetti | \$165,000                                  | \$283,066                   | -             | -   | -  | \$195                                 | \$448,261          |
| D. McCoy    | \$165,000                                  | \$160,304                   | -             | -   | -  | \$30,873                              | \$356,177          |
| S. Napoli   | \$160,000                                  | \$245,914                   | -             | -   | -  | \$195                                 | \$406,109          |
| G. Page     | \$180,000                                  | \$160,304                   | -             | -   | -  | \$31,821                              | \$372,125          |
| S. Pinalto  | \$185,000                                  | \$160,304                   | -             | -   | -  | \$195                                 | \$345,499          |
| R. Pragada  | \$75,000                                   | \$146,992                   | -             | -   | -  | \$195                                 | \$222,187          |
| L. Ryerkerk | \$150,000                                  | \$283,066                   | -             | -   | -  | \$195                                 | \$433,261          |
| G. Smith    | \$195,000                                  | \$160,304                   | -             | -   | -  | \$195                                 | \$355,499          |
| D. Thompson | \$185,000                                  | \$160,304                   | -             | -   | -  | \$195                                 | \$345,499          |
| D. Wilson   | \$82,500                                   | \$146,992                   | -             | -   | -  | \$195                                 | \$229,687          |

(1) Fees Earned or Paid in Cash includes the total annual cash retainer and where applicable, retainers for the Committee Chairs, Lead Director and Audit Committee members.

Mr. Critelli retired April 28, 2021. The amount herein reflects Mr. Critelli's compensation paid in January 2021, April 2021, and July 2021 for his board service in the fourth quarter of 2020 and January through April of 2021, respectively.

(2) Stock Awards column reports the grant date fair value of the 1,225 restricted share units awarded to each director on February 23, 2021. For newly-elected or -appointed Directors, this also includes the grant date fair value of the prorata grants awarded to the following Directors on September 9, 2021: Mr. Leonetti, 760 RSUs; Mr. Napoli, 530 RSUs; Ms. Ryerkerk, 760 RSUs; Mr. Pragada, 910 RSUs; and Mr. Wilson, 910 RSUs. As of December 31, 2021: Messrs. Connor and Page and Ms. McCoy each held 30,334 unvested stock awards. Mr. Smith held 20,744 unvested stock awards. Ms. Pinalto held 15,454 unvested stock awards. Ms. Thompson held 9,595 unvested stock awards. Mr. Leonetti held 3,635 unvested stock awards. Mr. Napoli held 3,403 unvested stock awards. Ms. Ryerkerk held 2,014 unvested stock awards. Messrs. Pragada and Wilson each held 914 unvested stock awards. Mr. Critelli retired in 2021 and his stock awards vested at retirement.

(3) Non-Equity Compensation Plan — Non-employee directors do not participate in any of Eaton's incentive plans and do not receive incentive awards or bonuses.

(4) Change in Pension Value and Nonqualified Deferred Compensation Earnings — There is no pension in place for non-employee directors. Under a nonqualified deferral plan, all non-employee directors may defer payment of their fees at a rate of return that varies depending on whether the director defers the fees as retirement compensation or as short-term compensation. At least 50% of retirement compensation, or any greater portion that the director elects, is converted to share units and earns share price appreciation and dividend equivalents. The balance of retirement compensation earns 10-year Treasury Note returns plus 300 basis points. Short-term compensation earns 13-week Treasury Bill returns. In 2021, no non-employee directors received above-market earnings on nonqualified deferred compensation.

(5) All Other Compensation includes: our contributions in 2021 for the group term life insurance for Messrs. Connor, Critelli, and Page and Ms. McCoy; imputed income attributable to participation in medical and or dental benefits for Mr. Critelli; travel and accident insurance for the loss of life or limb while traveling on our business. Amounts for Mr. Connor, Ms. McCoy and Mr. Page include cash dividends paid in 2021 on the unvested restricted shares each was granted prior to 2013.

## Proposal 4: Granting the Board Authority to Issue Shares

Under Irish law, directors of an Irish public limited company must have authority from their shareholders to issue any shares, including shares that are part of the company's authorized but unissued share capital. On April 28, 2021, shareholders granted the Board authority to issue shares, with such authority to expire on October 27, 2022. We are presenting this proposal to renew the Board's authority to issue our authorized shares. It is customary practice in Ireland to seek shareholder authority to issue up to 33% of a company's issued ordinary share capital and for such authority to be limited to a period of 12 to 18 months. Therefore, in accordance with customary practice in Ireland, we are seeking approval to authorize the Board to issue up to a maximum of 33% of our issued ordinary share capital as of February 28, 2022, for a period expiring 18 months from the passing of this resolution, unless otherwise varied, revoked or renewed. Notwithstanding the foregoing, we expect to propose renewal of this authorization on a regular basis at our Annual General Meetings in subsequent years.

Granting the Board this authority is a routine matter for public companies incorporated in Ireland and is consistent with Irish market practice. This authority is fundamental to our business and enables us to issue shares, including, if applicable, in connection with funding acquisitions and raising capital. We are not asking you to approve an increase in our authorized share capital or to approve a specific issuance of shares. Instead, approval of this proposal will only grant the Board the authority to issue shares that are already authorized under our Articles of Association upon the terms below. In addition, we note that, because we are a NYSE-listed company, our shareholders continue to benefit from the protections afforded to them under the rules and regulations of the NYSE and SEC, including those rules that limit our ability to issue shares in specified circumstances.

As required under Irish law, the resolution in respect of this proposal is an ordinary resolution that requires the affirmative vote of a simple majority of the votes cast.

THE TEXT OF THE RESOLUTION IN RESPECT OF THIS PROPOSAL IS AS FOLLOWS:

*"RESOLVED, That the directors be and are hereby generally and unconditionally authorized with effect from the passing of this resolution to exercise all powers of the Company to allot relevant securities (within the meaning of section 1021 of the Companies Act 2014) up to an aggregate nominal amount of \$1,316,365 (131,636,457 shares) (being equivalent to approximately 33% of the aggregate nominal value of the issued ordinary share capital of the Company as of February 1, 2022 (the latest practicable date before the proxy statement)), and the authority conferred by this resolution shall expire 18 months from the passing of this resolution, unless previously renewed, varied or revoked; provided that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted after this authority has expired, and in that case, the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."*

✓ The Board of Directors recommends a vote FOR this proposal to grant the Board authority to issue shares.

## Proposal 5: Granting the Board Authority to Opt-Out of Pre-emption Rights

Under Irish law, unless otherwise authorized, when an Irish public limited company issues shares for cash to new shareholders, it is required first to offer those shares on the same or more favorable terms to existing shareholders of the company on a pro-rata basis (commonly referred to as pre-emption rights). On April 28, 2021, shareholders granted the Board authority to opt-out of pre-emption rights, with such authority to expire on October 27, 2022. We are presenting this proposal to renew the Board's authority to opt-out of the pre-emption rights.

It is customary practice in Ireland to seek shareholder authority to opt-out of the pre-emption rights provision in the event of (1) the issuance of shares in connection with any rights issue and (2) the issuance of shares for cash, if the issuance is limited to up to 5% of a company's issued ordinary share capital (with the possibility of issuing an additional 5% of the company's issued ordinary share capital provided the company uses it only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issuance, or which has taken place in the preceding 6-month period and is disclosed in the announcement of the issue) bringing the total acceptable limit to 10% of the company's issued ordinary share capital. It is also customary practice for such authority to be limited to a period of 12 to 18 months. Therefore, in accordance with customary practice in Ireland, we are seeking this authority for a period expiring 18 months from the passing of this resolution, unless otherwise varied, renewed or revoked. Notwithstanding the foregoing, we expect to propose renewal of this authorization on a regular basis at our Annual General Meetings in subsequent years.

Granting the Board this authority is a routine matter for public companies incorporated in Ireland and is consistent with Irish customary practice. Similar to the authorization sought for Proposal 4, this authority is fundamental to our business and, if applicable, will facilitate our ability to fund acquisitions and otherwise raise capital. We are not asking you to approve an increase in our authorized share capital. Instead, approval of this proposal will only grant the Board the authority to issue shares in the manner already permitted under our Articles of Association upon the terms below. Without this authorization, in each case where we issue shares for cash, we would first have to offer those shares on the same or more favorable terms to all of our existing shareholders. This requirement could cause delays in the completion of acquisitions and capital raising for our business. Furthermore, we note that this authorization is required as a matter of Irish law and is not otherwise required for other companies listed on the NYSE.

As required under Irish law, the resolution in respect of this proposal is a special resolution that requires the affirmative vote of at least 75% of the votes cast. In addition, under Irish law, the Board may only be authorized to opt-out of pre-emption rights if it is authorized to issue shares, which authority is being sought in Proposal 4.

THE TEXT OF THE RESOLUTION IN RESPECT OF THIS PROPOSAL IS AS FOLLOWS:

*"RESOLVED, As a special resolution, that, subject to the passing of the resolution in respect of Proposal 4 as set out above and with effect from the passing of this resolution, the directors be and are hereby empowered pursuant to Section 1023 of the Companies Act 2014 (the "Act") to allot equity securities (as defined in Section 1023 of that Act) for cash, pursuant to the authority conferred by Proposal 4 in the proxy statement for the 2022 Annual General Meeting as if sub-section (1) of Section 1022 did not apply to any such allotment, provided that this power shall be limited to:*

- (a) the allotment of equity securities in connection with a rights issue in favor of the holders of ordinary shares (including rights to subscribe for, or convert into, ordinary shares) where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of ordinary shares held by them (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise, or with legal or practical problems under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory, or otherwise); and*

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**Proposal 5: Granting the Board Authority to Opt-Out of Pre-emption Rights**

*(b) the allotment (other than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of \$398,898 (39,889,835 shares) (being equivalent to approximately 10% of the aggregate nominal value of the issued ordinary share capital of the Company as of February 1, 2022 (the latest practicable date before the proxy statement for the 2022 Annual General Meeting)), provided that any amount above \$199,449 (19,944,908 shares) (being equivalent to approximately 5% of the aggregate nominal value of the issued ordinary share capital of the Company as of February 1, 2022) is to be used only for the purpose of an acquisition or a specific capital investment, and the authority conferred by this resolution shall expire 18 months from the passing of this resolution, unless previously renewed, varied or revoked; provided that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted after this authority has expired, and in that case, the directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."*

✓ The Board of Directors recommends a vote FOR this proposal to grant the Board authority to opt-out of pre-emption rights.



## Proposal 6: Authorization of the Company and Any Subsidiary of the Company to Make Overseas Market Purchases of Company Shares

We historically have used open-market share purchases to return value to shareholders and manage the number of our outstanding shares. For Irish companies listed on the New York Stock Exchange, the Irish Companies Act defines market purchases as “overseas market purchases.” During 2021, we repurchased approximately \$122 million of our ordinary shares in open-market purchases. These transactions were effected under our existing board-approved share repurchase program as redemptions pursuant to Article 5(b)(iv) of our Articles of Association. Whether or not this proposed resolution is passed, the Company will retain its ability to effect repurchases as redemptions pursuant to its Articles of Association, although subsidiaries will not be able to make open-market purchases of ordinary shares. Passage of this proposal would give the Company flexibility under Irish law to permit subsidiaries to make the purchases.

In this proposal, shareholders are being asked to authorize for a period of 18 months, the Company, or any of its subsidiaries, to make open market purchases of up to 39,889,835 of our ordinary shares, which represents approximately 10% of the Company’s issued and outstanding shares as of December 31, 2021, as and when directed by any plan or program approved by the Board of Directors.

On April 28, 2021, the shareholders of the Company authorized the repurchase of up to 40,000,000 ordinary shares. Pursuant to its terms, that authority remains valid for 18 months. Accordingly, unless reapproved at this year’s Annual General Meeting, that authority will expire on the close of business on October 27, 2022.

In connection with the parameters established with the Board regarding our share repurchase programs, these purchases would be made only at price levels that the directors would consider to be in the best interests of the shareholders generally, after taking into account the Company’s overall financial position. In addition, the price that may be paid for these shares shall not be less than 70% or more than 120% of the then closing market price of those shares on the New York Stock Exchange the day preceding the day on which the relevant shares are purchased.

As required under Irish law, the resolution in respect of this proposal is an ordinary resolution that requires the affirmative vote of a simple majority of the votes cast.

THE TEXT OF THE RESOLUTION IN RESPECT OF THIS PROPOSAL IS AS FOLLOWS:

*“RESOLVED, That the Company and any subsidiary of the Company are hereby generally authorized to make overseas market purchases of the Company’s ordinary shares, par value US\$0.01 each (“shares”), on such terms and conditions and in such manner as the Board of Directors of the Company may determine from time to time but subject to the following provisions:*

- (a) The maximum number of shares authorized to be acquired by the Company and any subsidiaries of the Company pursuant to this resolution shall not exceed 39,889,835 shares.*
- (b) The maximum price to be paid for any share shall not be more than 120% of the closing price on the New York Stock Exchange for the shares on the day preceding the day on which the relevant share is purchased by the Company or the relevant subsidiary of the Company.*
- (c) The minimum price to be paid for any share shall not be less than 70% of the closing price on the New York Stock Exchange for the shares on the day preceding the day on which the relevant share is purchased by the Company or the relevant subsidiary of the Company.*
- (d) This general authority will be effective from the date of passing of this resolution.*

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**Proposal 6: Authorization of the Company and Any Subsidiary of the Company to Make Overseas Market Purchases of Company Shares**

*(e) This general authority is to expire 18 months from the date of the passing of this resolution, unless previously varied, revoked or renewed by ordinary resolution in accordance with the provisions of section 1074 of the Companies Act 2014. The Company or any such subsidiary may, before such expiry, enter into a contract for the purchase of shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired."*

✓ The Board of Directors recommends a vote FOR this proposal to authorize the Company and any subsidiary of the Company to make overseas market purchases of Company shares.

# Proposal 7: Approving a Capitalization and Related Capital Reduction to Create Distributable Reserves under Irish Law

## Background

From time to time, Irish companies seek shareholder approval to create additional “distributable reserves”. Under Irish law, the Company needs sufficient “distributable reserves” to pay dividends to shareholders or make other distributions to shareholders and/or to repurchase or redeem shares. While at December 31, 2021, the Company had significant distributable reserves, these reserves will be reduced over time in the event of any dividends or share repurchases or redemptions. Accordingly, the Company wishes to ensure that it is not constrained from making possible dividend payments to its shareholders or repurchases or redemptions of its shares from shareholders by a lack of distributable reserves in circumstances where it might otherwise be in a position to pay such dividends and/or repurchase or redeem its shares and this proposal is intended to maximize the Company’s flexibility to do so.

In this proposal, shareholders are being asked to authorize the Board to capitalize an amount standing to the credit of the Company’s profit and loss account (the “Capitalization”) that is not available for distribution (Proposal 7(a)) and subsequently to carry out a capital reduction (the “Capital Reduction”) of some or all of the amount standing to the credit of the Company’s share premium account as a result of the Capitalization (Proposal 7(b)) or otherwise. While Proposals 7(a) and 7(b) are proposed and will be voted on as separate proposals, the proposals are being presented together as they both relate to the Company’s desire to create additional “distributable reserves”, which will increase the amount of reserves available to the Company to potentially pay dividends or make other distributions to shareholders or repurchase or redeem its shares, as discussed further below.

## Proposal 7(a)

As of December 31, 2021, we accumulated a reserve of approximately \$11.35 Billion standing to the credit of the Company’s profit and loss account (the “Non-Distributable P&L Reserve”) which is not considered part of the Company’s distributable reserves under Irish law and hence cannot be used to pay dividends or to repurchase shares. In order to convert the Non-Distributable P&L Reserve into distributable reserves as permitted by the Company’s Articles of Association, the Company intends to capitalize the Non-Distributable P&L Reserve. The Capitalization will increase the amount standing to the credit of the Company’s share premium account by the amount of the balance of the Non-Distributable P&L Reserve less the aggregate nominal value of any bonus shares issued by the Company as part of the Capitalization.

As required under Irish law, the resolution in respect this Proposal 7(a) is an ordinary resolution that requires the affirmative vote of a simple majority of the votes cast.

THE TEXT OF THE RESOLUTION IN RESPECT OF THIS PROPOSAL 7(a) IS AS FOLLOWS:

*“RESOLVED, that as an ordinary resolution, for the purposes of Article 117 of the Articles of Association of the Company, the Capitalization of \$11,353,330,000 standing to the credit of profit and loss account of the Company for the purpose of applying such sum in paying up in full an unissued share to be allotted as a fully paid bonus share in accordance with Article 117(b) of the Articles of Association of the Company (the “Capitalization”) be and is hereby approved and the Board of Directors, acting through one or more of the Company’s directors, secretary or executive officers of Eaton Corporation, be and is hereby Authorized to determine, on behalf of the Company, the amount of the Capitalization, to determine whether or not to proceed with the Capitalization and to implement any such Capitalization in accordance with the provisions of Article 117(b).”*

✓ The Board of Directors recommends a vote FOR this proposal granting the Board authority to capitalize the Non-Distributable P&L Reserve.

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## Proposal 7: Approving a Capitalization and Related Capital Reduction to Create Distributable Reserves under Irish Law

### Proposal 7(b)

Once the Non-Distributable P&L Reserve has been capitalized pursuant to Proposal 7(a) above, the Company intends, subject to the passing of Proposal 7(b) as described below, to carry out the Capital Reduction of the entire amount standing to the credit of the Company's share premium account and for the reserve arising from the Capital Reduction to be treated as profits available for distribution.

Section 84 of the Companies Act 2014 enables a company, subject to shareholder approval and the confirmation of the Irish High Court, to create distributable reserves through a reduction of company capital.

Proposal 7(b) proposes that, subject to and conditional upon, the Capitalization (as provided for in Proposal 7(a)) occurring and the confirmation of the Irish High Court: (i) the capital of the Company be reduced by the cancellation of up to the entire amount of any undenominated capital credited to the Company's share premium account arising from the Capitalization referred to in Proposal 7(a) or otherwise; (ii) the reserve resulting from such cancellation be treated as profits available for distribution; and (iii) the Board be authorized to determine the amount of such reduction and to seek the approval of the Irish High Court.

Even if both Proposal 7(a) and 7(b) are approved by shareholders at the Annual General Meeting, the Capital Reduction will be subject to the confirmation of the Irish High Court. Although we are not aware of any reason why the Irish High Court would not approve the creation of distributable reserves in this manner, the issuance of the required Irish High Court order is a matter entirely at the discretion of the Irish High Court and there is no guarantee that such approval will be forthcoming.

As required under Irish law, the resolution in respect of this Proposal 7(b) is a special resolution that requires the affirmative vote of at least 75% of the votes cast, either in person or by proxy.

THE TEXT OF THE RESOLUTION IN RESPECT OF THIS PROPOSAL 7(b) IS AS FOLLOWS:

*"RESOLVED, that as a special resolution, subject to Capitalization occurring and with the consent of the Irish High Court:*

- (a) in accordance with the provisions of section 84 of the Companies Act 2014 (and/or any corresponding provision of any amended or replacement legislation), the company capital of the Company be reduced by the cancellation of up to \$12,167,359,000 standing to the credit of the Company's share premium account (the "Authorized Amount") or such other lesser amount as the Board of Directors or the Irish High Court may determine and for the reserve resulting from the cancellation of the share premium to be treated as profits available for distribution as defined by section 117 of the Companies Act 2014 (and/or any corresponding provision of any amended or replacement legislation); and*
- (b) the Board of Directors, acting through one or more of the Company's directors, secretary or executive officers of Eaton Corporation, be and is hereby Authorized on behalf of the Company, to proceed to seek the confirmation of the Irish High Court to a reduction of company capital by the Authorized Amount or such lesser amount as the Board of Directors or the Irish High Court may determine."*

✓ The Board of Directors recommends a vote FOR this proposal granting the Board authority to carry-out the Capital Reduction.

## Other Business

Management does not know of any other matters requiring shareholder action that may come before the meeting. If any are properly presented, the individuals named as proxy will vote on those matters according to their best judgment.

## Share Ownership Tables

Set forth below is certain information concerning persons who are known by us to have reported owning beneficially more than 5% of our ordinary shares as of December 31, 2021.

| Name and Address of Beneficial Owner                              | Number of Ordinary Shares | Percent of Class |
|---|---------------------------|------------------|
| JPMorgan Chase & Co.<br>383 Madison Avenue<br>New York, NY 10179  | 25,612,519 <sup>(1)</sup> | 6.4              |
| BlackRock Inc.<br>55 East 52nd Street<br>New York, NY 10022       | 26,509,696 <sup>(2)</sup> | 6.7              |
| The Vanguard Group<br>100 Vanguard Boulevard<br>Malvern, PA 19355 | 34,026,467 <sup>(3)</sup> | 8.5              |

(1) On January 10, 2022, JPMorgan Chase & Co. filed with the Securities and Exchange Commission a Schedule 13G, which reports the beneficial ownership of ordinary shares by it and certain affiliated entities and individuals as of December 31, 2021. As reported in the Schedule 13G, JPMorgan Chase & Co. and such affiliated entities and individuals have sole power to vote or to direct the vote of shares, shared power to vote or to direct the vote of shares, sole power to dispose or to direct the disposition of shares, and shared power to dispose or to direct the disposition of shares.

(2) On February 3, 2022, BlackRock Inc. filed with the Securities and Exchange Commission a Schedule 13G, which reports the beneficial ownership of 26,509,696 ordinary shares by it and certain affiliated entities and individuals as of December 31, 2021. As reported in the Schedule 13G, BlackRock Inc. and such affiliated entities and individuals have sole power to vote or to direct the vote of 22,514,257 shares and sole power to dispose or to direct the disposition of 26,509,696 shares.

(3) On February 9, 2022, The Vanguard Group filed with the Securities and Exchange Commission a Schedule 13G, which reports the beneficial ownership of 34,026,467 ordinary shares by it and certain affiliated entities and individuals as of December 31, 2021. As reported in the Schedule 13G, The Vanguard Group and such affiliated entities and individuals have shared power to vote or to direct the vote of 613,888 shares, sole power to dispose or to direct the disposition of 32,432,860 shares, and shared power to dispose or to direct the disposition of 1,593,607 shares.

## Share Ownership Tables

The following table shows the beneficial ownership, reported to us as of February 1, 2022, of our ordinary shares by each director, each named executive officer and all directors and executive officers as a group, and also sets forth the number of share units held under various deferred compensation plans.

### TITLE OF CLASS: ORDINARY SHARES

| Name of Beneficial Owner                        | Number of Shares Owned <sup>(1,2)</sup> | Deferred Share Units <sup>(3)</sup> | Total Number of Shares | Percent of Class <sup>(4)</sup> |
|---|---|-------------------------------------|------------------------|---------------------------------|
| C. Arnold                                       | 959,875                                 | -                                   | 959,875                |                                 |
| B. Brickhouse                                   | 82,872                                  | -                                   | 82,872                 |                                 |
| C. Connor                                       | 15,590                                  | 604                                 | 16,194                 |                                 |
| R. Fearon <sup>(5)</sup>                        | 505,078                                 | -                                   | 505,078                |                                 |
| O. Leonetti                                     | 630                                     | -                                   | 630                    |                                 |
| D. McCoy  | 15,856                                  | 642                                 | 16,498                 |                                 |
| H. Monesmith                                    | 150,787                                 | -                                   | 150,787                |                                 |
| S. Napoli                                       | 600                                     | -                                   | 600                    |                                 |
| T. Okray  | 32,283                                  | -                                   | 32,283                 |                                 |
| G. Page   | 54,094                                  | 270                                 | 54,364                 |                                 |
| S. Pianalto                                     | 557                                     | -                                   | 557                    |                                 |
| R. Pragada                                      | -                                       | -                                   | -                      |                                 |
| L. Ryerkerk                                     | 600                                     | -                                   | 600                    |                                 |
| G. Smith  | 1,791                                   | -                                   | 1,791                  |                                 |
| D. Thompson                                     | 2,205                                   | -                                   | 2,205                  |                                 |
| D. Wilson                                       | 100                                     | -                                   | 100                    |                                 |
| U. Yadav  | 98,321                                  | -                                   | 98,321                 |                                 |
| All Other Executive Officers as a Group         | 313,809                                 | 514                                 | 314,323                |                                 |
| All Directors and Executive Officers as a Group | 2,235,048                               | 2,030                               | 2,237,079              | 0.56%                           |

(1) Each person has sole voting or investment power, or both, with respect to the shares listed, unless otherwise indicated.

(2) Includes shares held in the Eaton Savings Plan and shares which the person has the right to acquire upon the exercise of outstanding stock options and restricted share units as follows: C. Arnold, 578,922; B. Brickhouse, 65,458; H. Monesmith, 106,811; T. Okray, 26,418; and U. Yadav, 74,613; and all directors and executive officers as a group, 1,428,303.

(3) For a description of these units, see "2021 Nonqualified Deferred Compensation" on page 55 and "Other Plans and Benefits" on page 64.

(4) Each of the individuals listed holds less than 1% of outstanding ordinary shares.

(5) Mr. Fearon retired from Eaton on March 31, 2021. His shareholdings are as of December 31, 2021 and are to the best of our knowledge.

# Other Information

## EQUITY COMPENSATION PLANS

The following table summarizes information, as of December 31, 2021, relating to our equity compensation plans pursuant to which grants of options, restricted share awards, restricted share units, performance share units, deferred compensation units or other rights to acquire our ordinary shares may be granted from time to time.

| Plan Category   | (A)<br>Number of Securities<br>to be Issued Upon Exercise<br>of Outstanding Options,<br>Warrants<br>and Rights | (B)<br>Weighted- Average<br>Exercise Price of<br>Outstanding Options,<br>Warrants and Rights <sup>(5)</sup> | (C)<br>Number of Securities<br>Remaining Available for<br>Future Issuance Under<br>Equity Compensation Plans<br>(Excluding Securities<br>Reflected in Column (A)) |
|---|--|---|---|
| Equity compensation plans approved by security holders <sup>(1)</sup>     | 5,162,609 <sup>(3)</sup>   | \$3.312   | \$22,400,376  |
| Equity compensation plans not approved by security holders <sup>(2)</sup> | 348,611 <sup>(4)</sup>   | n/a   | n/a   |
| <b>Total</b>  | <b>5,511,221</b>   |   | <b>\$22,400,376</b>   |

(1) Includes Company stock plans, each of which has been approved by the shareholders. For a description of these plans, please see page 42.

(2) These plans are the 2005 Non-Employee Director Fee Deferral Plan, the 1996 Non-Employee Director Fee Deferral Plan, the Deferred Incentive Compensation Plan II and the Incentive Compensation Deferral Plan II, none of which are considered "equity compensation plans" requiring shareholder approval under the rules of the New York Stock Exchange. For a description of these plans, please see "2021 Nonqualified Deferred Compensation" on page 55 and footnote (4) to the table on page 65.

(3) Includes an aggregate of 3,176,289 stock options with a weighted average exercise price of \$73.31 and a weighted average remaining life of 5.2 years, and 1,986,320 RSAs and RSUs.

(4) Represents shares underlying phantom share units, payable on a one-for-one basis, credited to accounts under the deferral plans listed in footnote (2) above.

(5) The weighted average exercise price of outstanding stock options excludes PSUs, RSAs, RSUs and deferred compensation share units because they have no exercise price.

As described under "2021 Nonqualified Deferred Compensation" on page 55, executives may elect to defer receipt of their earned cash bonuses under the short-term or long-term incentive plans. These deferred amounts are invested as Company share units and valued at the then current fair market value under the Deferred Incentive Compensation Plan II or the Incentive Compensation Deferral Plan II, whichever plan is applicable. We do not provide any share or cash match with respect to the deferred amounts under these plans, nor do we allow executives to defer the receipt of shares earned under any of our stock plans. Likewise, non-employee directors may elect to have their fees paid in cash invested as share units which are valued at the then current fair market price under the 2005 Non-Employee Director Fee Deferral Plan or, for fees earned on or after January 1, 2013, the 2013 Non-Employee Director Fee Deferral Plan. We do not provide any share or cash match with respect to the directors' fees deferred under these plans, nor do we allow directors to defer the receipt of shares earned under any of our stock plans. Because the amount of these cash bonuses and directors' fees are determined under specific processes described in this proxy statement, the number of share units credited and shares received under these deferral plans is limited. The share units described herein are not expensed by the Company because they are not considered equity compensation for the purposes of ASC Topic 718.

## DELINQUENT SECTION 16(A) REPORTS

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors and executive officers to file reports of holdings and transactions in the Company's equity securities with the Securities and Exchange Commission. The Company assists its directors and executive officers by completing and filing these reports electronically on their behalf. To our knowledge, based solely on a review of copies of these reports and written representations from directors and executive officers, we believe that all Section 16 filing requirements were met during the fiscal year ended December 31, 2021, except that, as a result of Company administrative error, a Form 4 filed on January 5, 2022 on behalf of Cheruvatath Nandakumar was inadvertently filed late with respect to reporting the \$11,762 sale of shares held in the Eaton Savings Plan on December 10, 2021.

## ADMISSION TO THE ANNUAL GENERAL MEETING

Shareholders who plan to attend the 2022 annual general meeting may obtain admission tickets at the Registration Desk immediately prior to the meeting. Shareholders whose shares are registered in the name of a broker or bank should obtain certification of ownership to bring to the meeting. If you obtained a legal proxy from your broker, you must bring this legal proxy to the annual general meeting in order to vote in person.



## PROXY SOLICITATION

Eaton's Board of Directors solicits your proxy for use at the 2022 Annual General Meeting of shareholders and any adjournments or postponements of the meeting.

In addition to soliciting proxies over the Internet and through the mail, certain persons may solicit proxies in person or by telephone or fax. Eaton has engaged The Proxy Advisory Group, LLC to assist in the solicitation of proxies and provide related advice and informational support, for a services fee and the reimbursement of customary disbursements that are not expected to exceed \$27,000. Brokerage firms, nominees, custodians and fiduciaries may be asked to forward proxy soliciting material to the beneficial shareholders. All reasonable soliciting costs will be borne by Eaton.

## HOW PROXIES WILL BE VOTED

The individuals named in the form of proxy or on-line have advised the Board of their intention to vote at the meeting in accordance with instructions submitted by shareholders and, where no contrary instruction is indicated, as follows: for the election of the individuals nominated to serve as directors, for the appointment of Ernst & Young as independent auditor for 2022 and authorizing the Audit Committee of the Board of Directors to set its remuneration, for advisory approval of the Company's executive compensation, for granting the Board authority to issue shares under Irish law, for granting the Board authority to opt-out of pre-emption rights under Irish law, for the authorization of overseas market purchases of Company shares and for approving (a) capitalization, and (b) related capital reduction to create distributable reserves.

You may revoke a proxy by submitting a later-dated proxy, by notifying Eaton by fax, email or other verifiable communication before the meeting, or by revoking it at the meeting. All properly executed or transmitted proxies not revoked will be voted at the meeting.

## VOTING AT THE MEETING

Each Eaton shareholder of record at the close of business on February 28, 2022 is entitled to one vote for each share then held. On that date, 399,569,906 Eaton ordinary shares (par value US \$0.01 each) were outstanding and entitled to vote.

At the 2022 Annual General Meeting, the inspector of election appointed by the Board of Directors for the meeting will determine the presence of a quorum and tabulate the results of shareholder voting. As provided by the Company's Articles of Association, three shareholders present in person or by proxy at the meeting will constitute a quorum. The inspector of election intends to treat as "present" for these purposes shareholders who have submitted properly executed and transmitted proxies even if marked "abstain" as to some matters. The inspector will also treat as "present" shares held in "street name" by brokers that are voted on at least one proposal to come before the meeting.

Adoption of Proposals 1, 2, 3, 4, 6 and 7(a) requires the affirmative vote of a majority of the votes cast by the holders of ordinary shares represented at the meeting in person or by proxy. Adoption of Proposals 5 and 7(b) requires the affirmative vote of at least 75% of the votes cast by the holders of ordinary shares represented at the meeting in person or by proxy.

Abstentions and broker non-votes will not be considered votes cast at the Annual General Meeting. Therefore, abstentions and shares held in "street name" by brokers that are not voted in respect of these proposals will not have any practical effect on the outcome of voting on the proposals.

There is no requirement under Irish law that Eaton's Irish Statutory Accounts for the fiscal year ended December 31, 2021 or the related directors' and auditor's reports thereon be approved by the shareholders, and no such approval will be sought at the Annual General Meeting.

## FUTURE SHAREHOLDER PROPOSALS AND DIRECTOR NOMINATIONS

Shareholders who wish to submit proposals for inclusion in the proxy statement and for consideration at the Annual General Meeting must do so on a timely basis. In order to be included in the proxy statement for the 2023 Annual General Meeting pursuant to the Securities and Exchange Commission's Rule 14a-8, proposals must relate to proper subjects and must be received by the Company Secretary, Eaton Corporation plc, Eaton House, 30 Pembroke Road, Dublin 4, Ireland D04 Y0C2, by November 19, 2022. Any shareholder proposal that is not submitted for inclusion in the proxy statement pursuant to the Securities and Exchange Commission's Rule 14a-8 but is instead sought to be presented directly at the 2023 Annual General Meeting must be received by the Company Secretary at the address listed above no earlier than November 19, 2022 and no later than December 19, 2022 and must satisfy the other requirements set forth in our Articles of Association. Securities and Exchange Commission rules permit management to vote proxies in its discretion in certain cases if the shareholder does not comply with this deadline and in certain other cases notwithstanding the shareholder's compliance with this deadline.

Any shareholder of record wishing to nominate an individual for election as a director must follow the procedures and provide the information set forth in our Articles of Association by the dates set forth above for proposals that are sought to be presented directly at the 2023 Annual General Meeting. If director nominees are being proposed for inclusion in our proxy statement for the 2022 Annual General Meeting, notice must be provided no later than November 19, 2022 and no earlier than October 20, 2022, and the shareholders and nominees must satisfy the other requirements set forth in our Articles of Association.

## MAILINGS TO SHAREHOLDERS IN THE SAME HOUSEHOLD

Unless you or another shareholder at your mailing address has requested a separate mailing, all Eaton shareholders receiving proxy materials by mail at your mailing address who share the same last name have been sent a single copy of the proxy statement, 2021 annual report and Irish Statutory Accounts. This method of delivery is known as "householding." Householding reduces the number of mailings you receive, saves printing and postage costs, and helps the environment. Shareholders receiving proxy materials by mail who participate in householding will continue to receive separate proxy cards. We will deliver promptly, upon written or telephone request, a separate copy of the proxy statement, 2021 annual report and Irish Statutory Accounts to a shareholder at a shared address to which a single copy of the documents was delivered. A shareholder who wishes to receive a separate copy of the proxy materials now or in the future should submit this request in writing to Eaton Corporation plc, Attention: Company Secretary, Eaton House, 30 Pembroke Road, Dublin 4, Ireland D04 Y0C2, or contact our Investor Relations department by telephone at +1-440-523-4059. Shareholders of record sharing an address who are receiving multiple copies of the proxy materials and wish to receive a single copy of such materials in the future should submit their request by contacting us in the same manner. If you are the beneficial owner, but not the record holder, of Eaton ordinary shares and wish to receive only one copy of the proxy materials in the future, you will need to contact your broker, bank or other nominee to request that only a single copy of these documents be mailed to all shareholders at the shared address. Notwithstanding the foregoing, we are committed to sustainable practices and therefore encourage shareholders to access proxy materials and vote their shares online. If you currently receive mailed proxy materials and no longer wish to do so, please visit <http://enroll.icsdelivery.com/etn> to opt out of mail delivery of these materials.

## Admission to the Annual General Meeting

Shareholders who wish to attend the 2022 Annual General Meeting may obtain admission tickets at the Registration Desk immediately before the meeting. Shareholders whose shares are registered in the name of a broker or bank should obtain certification of ownership to bring to the meeting.