



## Code of Ethics

Eaton Corporation requires that all directors, officers and employees of Eaton, its subsidiaries and affiliates ("Eaton"), abide by the fundamental principles of ethical behavior listed here in performing their duties.

**Obeying the Law** – We respect and obey the laws, rules and regulations applying to our businesses around the world.

**Integrity of Recording and Reporting our Financial Results** – We properly maintain accurate and complete financial and other business records, and communicate full, fair, accurate, timely and understandable financial results. In addition, we recognize that various officers and employees of Eaton must meet these requirements for the content of reports to the U.S. Securities and Exchange Commission, or similar agencies in other countries, and for the content of other public communications made by Eaton.

**Respecting Human Rights** – We respect human rights and require our suppliers to do the same.

**Delivering Quality** – We are committed to producing quality products and services. Our business records and communications involving our products and services are truthful and accurate.

**Competing Ethically** – We gain competitive advantage through superior performance. We do not engage in unethical or illegal trade practices.

**Respecting Diversity and Fair Employment Practices** – Throughout the world we are committed to respecting a culturally diverse workforce through practices that provide equal access and fair treatment to all employees on the basis of merit. We do not tolerate harassment or discrimination in the workplace.

**Avoiding Conflicts of Interest** – We avoid relationships or conduct that might compromise judgment or create actual or apparent conflicts between our personal interests and our loyalty to Eaton. We do not use our position with Eaton to obtain improper benefits for others or ourselves. We do not compete with Eaton.

**Protecting Our Assets** – We use Eaton property, information and opportunities for Eaton’s business purposes and not for unauthorized use. We properly maintain the confidentiality of information entrusted to us by Eaton or others.

**Offering/Accepting Gifts, Entertainment, Bribes or Kickbacks** – We do not offer or accept gifts or entertainment of substantial value. We do not offer or accept bribes or kickbacks.

**Selling to Governments** – We comply with the special laws, rules and regulations that relate to government contracts and relationships with government personnel.

**Political Contributions** – We do not make contributions on behalf of Eaton to political candidates or parties even where lawful.

**Reporting Ethical, Legal or Financial Integrity Concerns** – Any person may openly or anonymously report any ethical concern or any potential or actual legal or financial violation, including any fraud, accounting, auditing, tax or record-keeping matter, to the Director–Global Ethics of Eaton. For reports that are not made anonymously, confidentiality will be maintained to the extent possible while permitting an appropriate investigation.

Reports may be made openly or anonymously by regular mail to Director–Global Ethics, Eaton Corporation, Eaton Center, Cleveland, Ohio 44114. Reports may also be made to the office of the Director–Global Ethics by e-mail or telephone through Eaton’s Ethics and Financial Integrity Help Line:

<b><i>E-mail</i></b>	Access the Ethics and Financial Integrity Help Line through the Employee Services tab on Eaton’s intranet. The message will be anonymous unless the sender identifies himself or herself. Alternatively, send a regular Outlook e-mail, which will not be anonymous, to <a href="mailto:Ethics@eaton.com">Ethics@eaton.com</a> .
<b><i>Telephone</i></b>	From the U.S. and Canada, dial toll free 1-800-433-2774. This call will be anonymous unless the caller identifies himself or herself. From all other countries, dial your country’s AT&T access code (found on e-net), and then dial toll free 1-800-433-2774. This call will be anonymous unless the caller identifies himself or herself.
<b><i>Non-English</i></b>	If you are not comfortable making your report in English through the Ethics and Financial Integrity Help Line, please use your native language to e-mail or write your concern to the address above, and we will translate your letter or e-mail.

Eaton will not permit any retaliation against any employee who reports an ethical, legal or financial concern nor will it discipline any employee for making a report in good faith.

**Personal Responsibility**

Every officer, director and employee has the personal responsibility to read, know and comply with the principles contained in this Code of Ethics. Compliance with these principles is a condition of employment, and failure to comply will result in discipline up to and including termination.

The Board of Directors shall determine, or designate appropriate management personnel to determine, the actions to be taken in the event of violations of the Code of Ethics. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Ethics.

Every officer, director and employee has the duty to bring to the attention of a supervisor or another member of management, or the Director--Global Ethics, or the Chairs of the Audit or Governance Committees of the Board of Directors, or directly to the full Board of Directors, any activity that in his or her judgment would violate these principles. Potential violations may be reported to the Board or relevant Committee Chair by mail in care of the Director-Global Ethics, at the above address. The Director will forward it unopened to the addressee(s).