

**ROCKWELL AUTOMATION, INC.**  
**LEAD INDEPENDENT DIRECTOR CHARTER**  
**(April 8, 2020)**

Purpose

The purpose of this Charter is to establish the role and responsibilities of the Lead Independent Director (“Lead Director”) of the Board of Directors. The Board Composition and Corporate Governance Committee is responsible for reviewing and assessing the adequacy of this Charter on an annual basis.

Qualifications

The Lead Director shall be a member of the Board who meets the independence requirements established by the New York Stock Exchange, the Securities Exchange Act of 1934, as amended, the rules and regulations promulgated by the U.S. Securities and Exchange Commission, and the Corporation’s Guidelines on Corporate Governance.

Appointment; Term of Service

Annually, the Board Composition and Corporate Governance Committee shall recommend to the Board a candidate for the position of Lead Director, selected from among the independent directors. The Board shall consider this recommendation and elect the Lead Director. The Lead Director will report to the Board.

The Lead Director shall serve in that position until (i) a successor is duly elected or appointed by the Board, (ii) the Lead Director resigns as Lead Director or ceases to be a director, or is otherwise removed from or replaced in that capacity by the Board, or (iii) the Board elects an independent Chairman.

Duties and Responsibilities

The responsibilities of the Lead Director when acting as such are as follows:

1. Board Leadership
  - a. Work to ensure that the Board functions with appropriate independence from management and other non-independent directors.
  - b. Serve as the principal liaison on Board-wide issues between the independent directors, Chairman, and CEO.
  - c. Preside and act as Chairman at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors, and take the lead role in communicating to the Chairman any feedback, as appropriate.

- d. Regularly attend meetings of all committees on which the Lead Independent Director does not serve.
  - e. Communicate with independent directors between meetings when and as appropriate.
  - f. Meet with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chairman, and represent such directors in discussions with management on corporate governance issues and other matters.
  - g. Temporarily serve as Chairman in the event of unforeseen vacancy of the Chairman.
  - h. Pursuant to the By-laws of the Corporation, the Lead Director has the authority to call special meetings of the Board.
2. Facilitating Information Distribution and Support
- a. Collaborate with the Chairman to develop an annual agenda of topics for consideration and review by the Board to be addressed during the year.
  - b. Collaborate with the Chairman to develop Board meeting agendas and ensure critical issues are included (including issues to be addressed in executive sessions).
  - c. Advise the Chairman on the quality, quantity, appropriateness and timeliness of information provided to the Board.
  - d. Serve as liaison between the independent directors and management to ensure that any additional information requested by the Board or any committee is included in the materials prepared by management for the Board or committees.
  - e. Review meeting dates and schedules in advance to ensure that there is a sufficient number of meetings and appropriate time for discussion of all agenda items.
  - f. Recommend to the Board the retention of outside advisors and consultants who report directly to the Board on Board-wide issues, as appropriate.
3. External Communication
- a. Be available, when appropriate, for consultation and direct communication with rating agencies, regulators and other external parties, as needed.
  - b. Serve as a contact for shareowners wishing to communicate with the Board other than through the Chairman.
4. Evaluation of Chairman, CEO and Board
- a. Collaborate with the Compensation Committee to conduct the annual evaluation of the performance of the Chairman and CEO, including review and consideration of the compensation of the CEO.
  - b. Communicate the final performance assessment to the Chairman and CEO in collaboration with or at the direction of the Chair of the Compensation Committee.

- c. Collaborate with the Chairman and Board Composition and Corporate Governance Committee on matters related to Board effectiveness, including the performance and structure of the Board and the performance of individual Directors.
- 5. The Lead Director shall perform such other duties as the Board may request from time to time.