

## EXECUTIVE COMMITTEE

RESOLVED, that pursuant to the provisions of Section 14 of ARTICLE III of the Bylaws of Emerson Electric Co., the Board of Directors hereby creates an Executive Committee, which Committee, during the intervals between meetings of the Board, and so far as it lawfully may, shall have and exercise the authority of the Board in the control and management of the property and business of the corporation in all matters in which specific direction shall not have been given by the Board; provided that, notwithstanding the foregoing, the Committee shall not have authority to:

- (1) adopt a resolution setting forth a proposed amendment to the Company's Articles of Incorporation and directing that it be submitted to a vote at a meeting of shareholders;
- (2) amend the Bylaws of the Company
- (3) adopt a resolution approving a plan of merger with, or plan of consolidation into, another corporation or corporations, or recommending the sale, lease, exchange or other disposition of all, or substantially all, of the property and assets, with or without the good will, of the Company and/or directing that a plan of merger or consolidation or sale, lease, exchange or other disposition of all, or substantially all, of the Company property and assets be submitted to a vote at a meeting of shareholders, or recommending to the shareholders any other action requiring their approval;
- (4) declare dividends;
- (5) elect Directors or fill vacancies on the Board of Directors;
- (6) fill vacancies on the Committee or change its membership;
- (7) appoint standing Committees of the Board or discharge the same;

RESOLVED FURTHER, that the Executive Committee shall report regularly to the Board on its activities;

RESOLVED FURTHER, that meetings of the Committee shall be held at any time and from time to time as determined by the Chairman of the Board or by the Chairman of this Committee; and

RESOLVED FURTHER, that notice of each meeting of the Committee shall be given to each member thereof not less than two (2) days by mail, not less than one (1) day by facsimile or telegram, and not less than four (4) hours by telephone or personally prior thereto.