UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x Filed by a party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Materials Pursuant to § 240.14a-12

EMERSON ELECTRIC CO.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply)

x No Fee required.

o Fee paid previously with preliminary materials.

o Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



Notice of 2026 Annual Meeting & Proxy Statement

February 3, 2026

Virtual Meeting Site: ***www.virtualshareholdermeeting.com/EMR2026***

Letter to Shareholders

Independent Chair and Chief Executive Officer

Dear Fellow Shareholder:

We are pleased to invite you to join us at the 2026 Annual Meeting of Shareholders of Emerson Electric Co. to be held on Tuesday, February 3, 2026, at 10:00 a.m., Central Time, at our virtual meeting website accessible at ***www.virtualshareholdermeeting.com/EMR2026.***

At this year's meeting, we will vote on the election of three Directors and the ratification of the selection of KPMG LLP as Emerson's independent registered public accounting firm. We have once again proposed to amend our Restated Articles of Incorporation to declassify our Board of Directors. We will hold a non-binding advisory vote on the compensation of Emerson's named executive officers. Finally, we will report on our business and provide an opportunity for shareholders to ask questions.

This year, we accelerated the Company's transformation into a global automation leader for mission-critical industries. This transformation enables us to serve new customers while also supporting our extensive installed base with innovative technology. The technologies offered by the current portfolio are positioned to serve higher-growth markets that are focused on investing in digital transformation and enhancing efficiency, reliability and safety in their operations.

The recent transformation of the portfolio has occurred through the Company's large-scale and focused M&A. This year, we achieved a key milestone by acquiring all of Aspen Technology, Inc. This acquisition, along with our recent acquisition and integration of National Instruments and divestiture of Copeland, have created a cohesive automation portfolio with a growing portion of software-defined technology that is positioned to grow with the investment priorities of our customers.

Through this transformative year, we have continued to deliver strong operational performance, exceeding or meeting the free cash flow and adjusted earnings per share objectives we set at the beginning of the year, with operating cash flow up 11%, free cash flow up 12%, earnings per share up 43% and adjusted earnings per share up 9%. This performance is driven by the Emerson Management System, which is designed to put into operation the Company's Value Creation Framework. This Framework's objectives are the alignment of our innovation process with anticipated growth, margin expansion and cash generation, and increasing cash returns to shareholders.

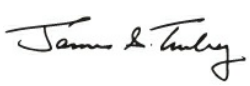
This fiscal year, we returned $2.4 billion to shareholders through dividends and share repurchases, while also achieving our 69th consecutive year of increased dividends. We remain focused on returning cash to our shareholders. Recently, we announced a target to return $10 billion by 2028 through dividend growth and $6 billion in share repurchases.

We are proud of the Emerson team's outstanding performance during this transformational year and appreciate the support of the other members of the Board of Directors. Their guidance enabled our success.

Your vote is important. As the Annual Meeting approaches, please complete, sign and return your proxy card, or use telephone or internet voting prior to the meeting, so that your shares will be represented and voted at the meeting even if you cannot attend. Please see our 2025 Annual Report to Shareholders made available with this Proxy Statement.

On behalf of the Board of Directors and all of us at Emerson, thank you for your ongoing support.

Sincerely,



JAMES S. TURLEY
Chair of Board of Directors



LAL KARSANBHAI
President, Chief Executive Officer and Director

Notice of Annual Meeting of Shareholders for Emerson Electric Co.

DATE AND TIME:	Tuesday, February 3, 2026, 10:00 a.m. CST
PLACE/MEETING ACCESS:	Virtual Meeting website accessible at ***www.virtualshareholdermeeting.com/EMR2026***
ITEMS OF BUSINESS:	1. To elect as Directors the three nominees named in the accompanying proxy statement. 2. To approve, on an advisory basis, the compensation of Emerson's named executive officers. 3. To ratify the appointment of KPMG LLP as our independent registered public accounting firm. 4. To approve an amendment to the Company's Restated Articles of Incorporation to declassify the Company's Board of Directors. 5. To transact other business, if any, properly brought before the meeting.
WHO CAN VOTE:	Record holders of Emerson common stock at the close of business on November 25, 2025
HOW TO VOTE:	Your vote is important, and we urge you to cast your vote in advance of the meeting by telephone, internet or mailing your completed and signed proxy card or voting instruction form, or at the meeting through the virtual meeting website. If you attend the virtual meeting, you may revoke your previously cast vote and vote at the meeting through the virtual meeting website. Each share is entitled to one vote on each matter to be voted upon at the Annual Meeting. Non-shareholders may attend the annual meeting as a guest but will not have the option to vote any shares or ask questions during the virtual meeting.
MEETING ADMISSION:	To access the virtual meeting please visit ***www.virtualshareholdermeeting.com/EMR2026*** and enter the 16-digit control number on your notice of internet availability, proxy card, or voting instruction form. Shareholders as of the close of business on November 25, 2025, the record date for the Annual Meeting, or their legal proxy holders may participate in, submit questions, examine the list of shareholders and vote at the Annual Meeting by following instructions on the virtual meeting site. Participants may access the virtual meeting site beginning at 9:45 a.m. Central Time to allow log-in prior to the start of the Annual Meeting at 10:00 a.m., Central Time. For registered shareholders, the control number can be found on your proxy card or notice of internet availability that you previously received. If you are a beneficial or "street name" holder and hold your shares through an intermediary, such as a broker, bank or other nominee, you must obtain instructions from your broker, bank or other nominee to participate in, submit questions, examine the list of shareholders and vote at the Annual Meeting.
SHAREHOLDER LIST:	The Company will make a list of shareholders entitled to vote at the Annual Meeting available to shareholders for examination 10 days prior to the Annual Meeting. The Company requests that shareholders seeking to review the list of shareholders contact Emerson Investor Relations at 314-553-2197. Shareholders may access this list during the Annual Meeting at the virtual meeting site by entering their control number.
TECHNICAL SUPPORT:	Anyone who has technical difficulties accessing or using the virtual meeting site during the Annual Meeting should call the technical support number on the virtual meeting site. The virtual meeting site is supported on browsers (*e.g.*, Edge, Firefox, Chrome and Safari) and devices (desktops, laptops, tablets and cell phones) running the most updated version of applicable software and plugins. Each participant should ensure strong WiFi or other internet connection.
2025 ANNUAL REPORT AND DATE OF DISTRIBUTION:	For more complete information regarding Emerson, please review the Annual Report to Shareholders and the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2025. A copy of our Annual Report to Shareholders, which includes our Annual Report on Form 10-K for the fiscal year ended September 30, 2025, accompanies this Notice of Annual Meeting of Shareholders and Proxy Statement. This Notice of Annual Meeting of Shareholders and Proxy Statement and the Annual Report are first being made available or mailed to shareholders on or about December 12, 2025.

By order of the Board of Directors,



December 12, 2025
St. Louis, Missouri

Michael Tang
Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 3, 2026

Emerson's Notice of Annual Meeting, Proxy Statement, Form of Proxy, and Annual Report to Shareholders, which includes our Annual Report on Form 10-K for the fiscal year ended September 30, 2025, are available, free of charge, at www.proxyvote.com. You will need to input the Control Number located on the proxy card or notice of internet availability of proxy materials when accessing these documents. A separate notice of internet availability of such proxy materials is first being sent to our shareholders on or around December 12, 2025. Shareholders may access these materials and vote over the internet or request delivery of a full set of materials by mail or email. If you receive the separate notice of internet availability of proxy materials, you will not receive a paper or email copy of the proxy materials unless you request one in the manner set forth in the notice.

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Proxy Statement Summary

This summary highlights information contained elsewhere in this Proxy Statement and does not contain all the information you should consider. You should read the entire Proxy Statement before voting.

2026 Annual Meeting Information

For additional information about our Annual Meeting, including instructions on accessing the virtual meeting, see Questions and Answers beginning on page 73.



Meeting Date
Tuesday
February 3,
2026



Meeting Place
The Annual Meeting will be held in a virtual format, at www.virtualshareholdermeeting.com/EMR2026



Meeting Time
10:00 a.m.
Central Time



Record Date
November 25,
2025

Voting Matters	Board Recommendation	Vote Standard	Page
Item 1 Election of Directors	FOR each nominee	Majority present & entitled to vote	7
Item 2 Advisory Vote on Executive Compensation	FOR	Majority present & entitled to vote	26
Item 3 Ratification of Independent Registered Public Accounting Firm	FOR	Majority present & entitled to vote	69
Item 4 Amendment to Restated Articles of Incorporation to Declassify the Company's Board of Directors	FOR	85% of total voting power outstanding	70

For the election of Directors, you have the choice of voting "FOR" individual nominees, "AGAINST" individual nominees, or "ABSTAIN" for individual nominees. For the other proposals you have the choice to vote "FOR", "AGAINST" or "ABSTAIN". Whether or not you plan to attend the meeting, please provide your proxy by internet, phone, or by filling in, signing, dating and promptly mailing your proxy card or voting instruction form.



By Internet
www.proxyvote.com



By Phone
1-800-690-6903



By Mail
Vote Processing,
c/o Broadridge
51 Mercedes Way
Edgewood, NY 11717

Attending the Meeting

To access the virtual meeting please visit ***www.virtualshareholdermeeting.com/EMR2026*** and enter the 16-digit control number on your notice of internet availability, proxy card, or voting instruction form. Shareholders as of the close of business on November 25, 2025, the record date for the Annual Meeting, or their legal proxy holders may participate in, submit questions, examine the list of shareholders and vote at the Annual Meeting by following instructions on the virtual meeting site. Participants may access the virtual meeting site beginning at 9:45 a.m. Central Time to allow log-in prior to the start of the Annual Meeting at 10:00 a.m., Central Time.

For registered shareholders, the control number can be found on your proxy card or notice of internet availability that you previously received. If you are a beneficial or “street name” holder and hold your shares through an intermediary, such as a broker, bank or other nominee, you must obtain instructions from your broker, bank or other nominee to participate in, submit questions, examine the list of shareholders and vote at the Annual Meeting.

Our Board of Directors

Nominees and Continuing Directors

The Emerson Board is divided into three classes. You are being asked to vote on the three Director nominees indicated below for the specified terms. The seven continuing Directors were previously elected to terms ending at the Annual Meeting specified. All Directors are independent, except Mr. Karsanbhai. Please see “Proxy Item No. 1 – Election of Directors” for more information.

AC Audit Committee
CC Compensation Committee
TC Technology and Environmental Sustainability Committee
NC Governance and Nominating Committee
EC Executive Committee

Director Nominees for Terms ending in 2029



Martin S. Craighead
Former Chairman and Chief Executive Officer, Baker Hughes, Inc.

Age: 65
Director Since 2019
Committees: CC, NC



Gloria A. Flach
Retired Corporate Vice President and COO, Northrop Grumman Corp.

Age: 66
Director Since 2017
Committees: CC, EC, TC



Matthew S. Levatich
Retired President and Chief Executive Officer, Harley-Davidson, Inc.

Age: 60
Director Since 2012
Committees: AC, TC

To Continue in Office Until 2027



Mark A. Blinn
Former Chief Executive Officer and President, Flowserve Corp.

Age: 63
Director Since 2019
Committees: AC, TC



James M. McKelvey
Co-Founder, Block (formerly Square), Founder, Invisibly, Inc., and General Partner, Fintop Capital.

Age: 60
Director Since 2023
Committees: CC, EC, TC



James S. Turley
Board Chair, Emerson, Retired Chair and CEO, Ernst & Young LLP

Age: 70
Director Since 2013
Committees: AC, EC, NC

To Continue in Office Until 2028



Joshua B. Bolten
Chief Executive Officer, Business Roundtable

Age: 71
Director Since 2012
Committees: CC, EC, NC



Calvin G. Butler, Jr.
President and CEO, Exelon

Age: 56
Director Since 2024
Committees: AC, NC



Surendralal (Lal) L. Karsanbhai
President and CEO, Emerson

Age: 56
Director Since 2021
Committees: EC



Lori M. Lee
Global Marketing Officer and Senior Executive Vice President of International, AT&T Inc.

Age: 60
Director Since 2018
Committees: AC, EC, NC

Continuing Board at a Glance

Independence



Tenure



31	Total Board and committee meetings in fiscal 2025	40%	Continuing Directors joined the Board within the last 5 years
95%	Attendance by Directors at committee meetings in fiscal 2025	61.5	Average Director Age
97%	Attendance by Directors at 9 Board meetings in fiscal 2025	3	Rotated 3 Directors to Refresh Committee Assignments

Director Skills and Experiences

Each member of the continuing Board brings invaluable experience. Below we have highlighted skillsets that will be essential as we continue to transform our culture and portfolio. For a full breakdown of the continuing Board's skills and each Director's skills and experience, see "Nominees and Continuing Directors' Skills and Experience Matrix" on page 7.

Global Business
7 of 10 Directors

Operational Leadership
9 of 10 Directors

Technology, Innovation or Cybersecurity
9 of 10 Directors

Industry, End-Markets & Growth Areas
7 of 10 Directors

Large Company CEO or COO
7 of 10 Directors

Business Development
9 of 10 Directors

Financial Leadership or Expertise
9 of 10 Directors

Corporate Governance
9 of 10 Directors

Board Key Accomplishments

- Accelerated Portfolio Transformation
- Enhanced Oversight of Technology, AI, and Cybersecurity
- Aligning Compensation Incentives with Portfolio Transformation
- Continued Board Committee Refreshment

Accelerating the Transformation Into a Global Automation Leader

$18 B — **Net Sales**
Up 3% year-over-year
Underlying sales up 3%

$4.03 — **Earnings Per Share**
Up 43% year-over-year

$6.00 — **Adjusted Earnings Per Share**
Up 9% year-over-year

69 Consecutive Years
of increased dividends to shareholders

Financial results herein represent results from continuing operations unless the context indicates otherwise.

Acquisitions

Emerson completed the acquisition of the remaining 43% of AspenTech	**Fiscal Year 2025** March 12, 2025 aspentech
Proposal to acquire all remaining shares of common stock of AspenTech not already owned by Emerson	**Fiscal Year 2025** November 5, 2024 aspentech
Completed the acquisition of NI, diversifying Emerson's technology into test and measurement automation	**October 11, 2023** NI
Completed the acquisition of Afag, an innovative leader in electric linear motion, feeding and handling automation solutions	**September 6, 2023** afag
Completed the acquisition of Flexim, a global leader in clamp-on ultrasonic flow measurement for liquids, gases and steam	**August 31, 2023** FLEXIM
Acquired leader in the life science industry that uses software and modern technology architectures to accelerate speed to market for new therapies, drugs and vaccines	**July 1, 2022** fluxa
Announced successful closing of combination of Emerson's industrial software business with AspenTech	**May 16, 2022** aspentech
Strengthened presence in renewable energy sector with acquisition of leader in the control automation business for wind power generation	**December 16, 2021** Mita-Teknik

Divestitures & Strategic Reviews

Fiscal Year 2025 SAFETY & PRODUCTIVITY	Concluded a review process to explore alternatives for the Safety & Productivity segment
August 13, 2024 COPELAND	Completed the sale of Seller's Note and 40% common equity in Copeland (formerly Climate Technologies)
May 31, 2023 CLIMATE TECHNOLOGIES	Completed the sale of a majority stake in the Climate Technologies business (the new standalone business is named Copeland)
October 31, 2022 INSINKERATOR	Completed the sale of the InSinkErator business
May 31, 2022 THERM-O-DISC	Completed the sale of the sensing and protection technologies business
July 12, 2021 DANIEL	Completed divestment of Daniel Measurement and Control

Additional Highlights

Director Independence	• Independent Board Chair • 9 of 10 continuing Directors are independent • All Board Committees are independent pursuant to requirements of the NYSE and our governance documents • Regular executive sessions attended by non-management Directors only
Supermajority Voting Provisions	• In response to shareholder requests, we amended our Restated Articles of Incorporation to reduce supermajority voting requirements to majority voting requirements with respect to the terms of certain preferred stock
Management Proposal to Declassify Board of Directors	• In response to shareholder requests, we are once again submitting a management proposal to amend our Restated Articles of Incorporation to declassify our Board of Directors
People and Community	• Since its inception in 2021, the Support Our People Fund has awarded 629 grants across 18 countries, helping employees in times of need, and supporting communities around the world. • Completed company-wide employee engagement survey with 91% employee participation, reporting 79% favorable engagement
Three Audit Committee Financial Experts	• The Board has determined that three members of the Audit Committee are Audit Committee Financial Experts under SEC rules
Proxy Access Bylaw	• A shareholder, or group of up to 20, holding 3% of Company stock for 3 years may place a limited number of Director nominees in the Company's proxy statement for election
Board Refreshment	• 40% of the continuing Directors joined the Board within the last 5 years • Balance of new and continuing Directors, with average tenure for all Directors of 7.8 years • Average Director age of 61.5
Environmental Sustainability	• Goal to achieve Net Zero value chain emissions by 2045 from a 2021 base year • Reduced Scope 1 and 2 GHG absolute emissions by 48% since 2021, progressing toward our goal to achieve Net Zero Operations by 2030 • Achieved a 30% reduction in energy intensity from a 2021 base year, making progress on our goal to reduce energy intensity by 35% by 2030 • Goal to achieve 10% water use reduction by 2032 from a 2022 base year
Other Governance Practices	• Directors elected by majority voting • Comprehensive new Director orientation • Directors overboarding policy • Director term limits • No shareholder rights plan or "poison pill" • Stock ownership, blackout, clawback, pledging and anti-hedging policies • Annual environmental sustainability, government relations, risk management, trade association memberships, and political spending reports • Recently created Technology and Environmental Sustainability Committee and amended Audit, Compensation, and Governance and Nominating Committee Charters

Proxy Item No. 1
Election of Directors

Nominees and Continuing Directors

The Board of Directors is divided into three classes, with the terms of office of each class ending in successive years. The Board of Directors has nominated three Directors of the Company to be elected for a term ending at the Annual Meeting specified below, or until their successors have been elected and qualified. Information with respect to the nominees for election, as well as the other Directors whose terms will continue after the Annual Meeting, is set forth below. All the nominees meet the Board membership criteria described on page 20 under "Nomination Process." Each of the nominees and continuing Directors has had the same position or other executive positions with the same employer over the last five years unless otherwise indicated. This information includes each nominee's specific experience, qualifications, attributes and skills that led the Board to conclude that he or she should serve as a Director, and prior directorships held by each nominee at other public companies within the last five years.

Nominees and Continuing Directors' Skills and Experience Matrix

Skills and Experience (1) (2)	Global Business	Technology Innovation or Cybersecurity	Large Company CEO or COO	Financial Leadership or Expertise	Corporate Governance	Operational Leadership	Industry, End-Markets and Growth Areas	Business Development
J. Turley	○	○	●	●	●	○		○
M. Blinn		○	●	●	○	○	●	○
J. Bolten	●			○	●	●		
C. Butler		○	●	○	●	○	●	○
M. Craighead	●	○	●	○	○	○	○	●
G. Flach	○	●	●	○	○	●		○
L. Lee	●	●		●	○	○	○	○
M. Levatich	●	○	●	○	○	●	○	○
J. McKelvey	○	●					●	●
S. L. Karsanbhai	●	○	●	○	○	○	●	○

(1) A "●" in the chart identifies the three key skills or experiences that are particularly relevant to a Director's service on Emerson's Board and are given additional weighting when the combined expertise of the Board is considered for planning purposes.

(2) A "○" in the chart indicates a skill or experience that is relevant to a Director's service on Emerson's Board. A Director may possess meaningful experience or skill in an area that lacks a "○".

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "**FOR**" THE ELECTION OF THE NOMINEES LISTED BELOW

Director Nominees for Terms Ending in 2029

Martin S. Craighead

Former Chairman of The Board and Chief Executive Officer, Baker Hughes, Inc.



Age: 65

Director Since: 2019

Key Skills and Experience
- Large Company CEO or COO
- Global Business
- Business Development

Qualifications
Mr. Craighead is the former Chairman of the Board and Chief Executive Officer of Baker Hughes, Inc., an industrial service company. Mr. Craighead's qualifications also include his leadership experience, global business experience and extensive background in the oil and gas industry, including his prior service as Chairman of Baker Hughes from April 2013 to July 2017; as Chief Executive Officer of Baker Hughes from January 2012 to July 2017; and as President of Baker Hughes from July 2010 to July 2017. He first joined Baker Hughes in 1986 and was its Chief Operating Officer from 2009 to 2012 and Group President of drilling and evaluation from 2007 to 2009. He also served as President of INTEQ from 2005 to 2007 and President of Baker Atlas from February 2005 to August 2005. Mr. Craighead was also the Vice Chairman of Baker Hughes from July 2017 to May 2019.

Committees of Our Board
Compensation Committee
Governance and Nominating Committee

Current Public Company Directorships
Texas Instruments Incorporated

Gloria A. Flach

Retired Corporate Vice President and Chief Operating Officer, Northrop Grumman Corporation



Age: 66

Director Since: 2017

Key Skills and Experience
- Operational Leadership
- Large Company CEO or COO
- Technology, Innovation or Cybersecurity

Qualifications
Ms. Flach is the retired Corporate Vice President and Chief Operating Officer of Northrop Grumman Corporation, a global security company. With over 35 years in the aerospace and defense industry, Ms. Flach's qualifications to serve on the Board include her leadership, international and business experience as Chief Operating Officer of Northrop Grumman Corporation ("NGC") from January 2016 through December 2017, overseeing and enhancing program execution, risk management and operational excellence across the company, which included the organization's IT function and enterprise cybersecurity risk mitigation; her leadership of NGC's global supply chain and service as a member of the Corporate Policy Council; her NGC service as President of the Electronic Systems Sector from January 2013 through December 2015 and President of Enterprise Shared Services from March 2010 through December 2012; and her current service on the Loyola University, Maryland, board of advisors through May 2025.

Committees of Our Board
Compensation Committee
Executive Committee
Technology and Environmental Sustainability Committee

Matthew S. Levatich

Retired President and Chief Executive Officer, Harley-Davidson, Inc.



Age: 60

Director Since: 2012

Key Skills and Experience
- Large Company CEO or COO
- Operational Leadership
- Global Business

Qualifications
Mr. Levatich is the retired President and Chief Executive Officer of Harley-Davidson, Inc., a manufacturer of motorcycles and related products. Mr. Levatich's qualifications also include his extensive manufacturing, global marketing and management experience as a former Harley-Davidson executive, including his prior service as President and Chief Executive Officer from May 2015 to March 2020; as President and Chief Operating Officer of Harley-Davidson Motor Company, Inc. from 2009 to May 2015; as President and Managing Director of MV Agusta Motor S.p.A., a subsidiary of Harley-Davidson, Inc.; and as Vice President and General Manager, Parts & Accessories and Custom Vehicle Operations of Harley-Davidson, Inc.

Committees of Our Board
Audit Committee
Technology and Environmental Sustainability Committee

Prior Public Company Directorships (year service ended)
Harley-Davidson, Inc. (2020)

The following Directors are not standing for election at the 2026 Annual Meeting of the Shareholders.

Director With Terms Ending in 2027

Mark A. Blinn

Former Chief Executive Officer and President, Flowserve Corp.



Age: 63

Director Since: 2019

Key Skills and Experience
- Large Company CEO or COO
- Financial Leadership or Expertise
- Industry, End-Markets and Growth Areas

Qualifications
Mr. Blinn is the former Chief Executive Officer and President of Flowserve Corp., a supplier of industrial machinery. Mr. Blinn's qualifications also include his leadership experience, global business experience, industry experience, and extensive Board experience, including his prior service as the Chief Executive Officer and President of Flowserve from October 2009 until March 2017. He previously served Flowserve as Chief Financial Officer from 2004 to 2009 and in the additional role of Head of Latin America from 2007 to 2009. Prior to Flowserve, Mr. Blinn served in senior finance, treasury and planning positions at FedEx Kinko's Office and Print Services, Inc., Centex Corp., FirstPlus Financial Inc., Electronic Data Systems Corp. and Commercial Capital Funding Inc.

Committees of Our Board
Audit Committee
Technology and Environmental Sustainability Committee

Current Public Company Directorships
Globe Life Inc.
Qnity Electronics, Inc.
Texas Instruments Incorporated

James M. McKelvey

Co-Founder, Block (formerly Square), Founder, Invisibly, Inc., and General Partner at Fintop Capital



Age: 60

Director Since: 2023

Key Skills and Experience
- Technology, Innovation or Cybersecurity
- Industry, End-Markets and Growth Areas
- Business Development

Qualifications
Mr. McKelvey is the co-founder of Block (formerly Square), a financial technology company, founder of Invisibly, Inc., financial technology company, and general partner at Fintop Capital, a financial technology software company. Mr. McKelvey's qualifications to serve on the Board also include his global business experience and extensive technology development background gained as an experienced entrepreneur who has founded several companies, including as Co-Founder of Block, Inc. (formerly known as Square) and Founder of Invisibly, Inc; and his service as a General Partner at Fintop Capital, a venture capital firm focused on financial technologies. Mr. McKelvey has a deep understanding of the trends across infrastructure software, internet of things, and the corresponding risks, including cybersecurity and data privacy compliance. Mr. McKelvey previously served as Chair of the St. Louis Federal Reserve Bank's Board of Directors and is a trustee of Washington University in St. Louis.

Committees of Our Board
Compensation Committee
Executive Committee
Technology and Environmental Sustainability Committee

Current Public Company Directorships
Block, Inc.

Prior Public Company Directorships (year service ended):
Ajax I Holdings, Inc. (2021)

James S. Turley

Board Chair, Emerson and Retired Chairman of The Board and Chief Executive Officer, Ernst & Young



Age: 70

Director Since: 2013

Key Skills and Experience
- Financial Leadership or Expertise
- Large Company CEO or COO
- Corporate Governance

Qualifications
Mr. Turley is the Board Chair of Emerson and retired Chairman of the Board and Chief Executive Officer of Ernst & Young, a professional services organization. Mr. Turley's qualifications to serve on the Board include his leadership and expertise in audit and financial reporting as Chairman and Chief Executive Officer of Ernst & Young from 2001 through June 30, 2013; his service as a director and member of the Audit, Executive and Risk Management Committees of Citigroup, Inc.; his service as a director and member of the Audit and Governance Committees of Northrop Grumman Corporation; his service as a director and Chair of the Compensation Committee of Precigen, Inc.

Committees of Our Board
Audit Committee
Executive Committee
Governance and Nominating Committee

Current Public Company Directorships
Citigroup, Inc.
Northrop Grumman Corporation
Precigen, Inc.

Director With Terms Ending in 2028

Joshua B. Bolten

Chief Executive Officer, Business Roundtable



Age: 71

Director Since: 2012

Key Skills and Experience
- Corporate Governance
- Operational Leadership
- Global Business

Qualifications
Mr. Bolten is the Chief Executive Officer of Business Roundtable, a pro-business public advocacy group. Mr. Bolten's qualifications to serve on the Board also include his financial, leadership, and governmental experience in his position prior to January 2017 as Managing Director of Rock Creek Global Advisors, an international advisory firm, and his prior positions as White House Chief of Staff to President George W. Bush; Director of the Office of Management and Budget; White House Deputy Chief of Staff; General Counsel to the U.S. Trade Representative; and Chief Trade Counsel to the U.S. Senate Finance Committee, and his current experience as Chief Executive Officer of the Business Roundtable, a member of the Board of the ONE Campaign, a member of the Princeton University Board of Trustees, a member of the Global Advisory Board of PIMCO, and a member of the Global Advisory Council of BP plc.

Committees of Our Board
Compensation Committee
Executive Committee
Governance and Nominating Committee

Calvin G. Butler, Jr.

President and Chief Executive Officer, Exelon Corporation



Age: 56

Director Since: 2024

Key Skills and Experience
- Large Company CEO or COO
- Corporate Governance
- Industry, End-Markets and Growth Areas

Qualifications
Mr. Butler is the President and Chief Executive Officer of Exelon Corporation, an energy delivery company. Mr. Butler's qualifications to serve on the Board also include more than 29 years of leadership experience in the utilities industry and in regulatory, legislative, and public affairs, including as President and Chief Operating Officer of Exelon in 2022; Senior Executive Vice President and Chief Operating Officer of Exelon from 2021 to 2022; Senior Executive Vice President and Chief Executive Officer of Exelon Utilities from 2019 to 2022; and Chief Executive Officer of Baltimore Gas and Electric Company from 2014 to 2019.

Committees of Our Board
Audit Committee
Governance and Nominating Committee

Current Public Company Directorships
Exelon Corporation

Prior Public Company Directorships (year service ended)
RLI Insurance Company (2023)
M&T Bank Corporation (2022)

Lal Karsanbhai

President and CEO, Emerson



Age: 56

Director Since: 2021

Key Skills and Experience
- Large Company CEO or COO
- Global Business
- Industry, End-Markets and Growth Areas

Qualifications

Mr. Karsanbhai is the President and Chief Executive Officer of Emerson. Mr. Karsanbhai's qualifications to serve on the Board also include his prior leadership and global business experience, including as Executive President of Emerson's Automation Solutions business from October 2018 to February 2021, Group President of Emerson's Rosemount measurement & analytical business from 2016 to 2018, President of Emerson's former Network Power business in Europe, Middle East and Africa from 2014 to 2016, and VP of Planning with responsibility for Emerson's global strategy from 2012 to 2014, and various other roles with Emerson since 1995. Mr. Karsanbhai is also the Deputy Chair of the St. Louis Federal Reserve Bank's Board of Directors and is a trustee of Washington University in St. Louis.

Committees of Our Board
Executive Committee

Current Public Company Directorships
Merck & Co., Inc.

Lori M. Lee

Global Marketing Officer and Senior Executive Vice President of International, AT&T Inc.



Age: 60

Director Since: 2018

Key Skills and Experience
- Financial Leadership or Expertise
- Technology, Innovation or Cybersecurity
- Global Business

Qualifications

Ms. Lee is the Global Marketing Officer and Senior Executive Vice President of International, AT&T, Inc., a global technology, media and telecommunications company. Ms. Lee's qualifications to serve on the Board also include her leadership, international and global marketing experience in her prior positions as Senior Executive Vice President and Global Marketing Officer, AT&T Inc. from April 2015 through July 2017; Senior Executive Vice President – Home Solutions, AT&T Inc. from April 2013 through March 2015; Executive Vice President – Home Solutions, AT&T Inc.; Chief Marketing Officer – Home Solutions, AT&T Services, Inc.; Senior Vice President – Small Business Marketing, AT&T Services, Inc.; Senior Vice President – Customer Care, AT&T Operations, Inc.; Senior Vice President – Corporate Strategy, AT&T Operations, Inc.; Senior Vice President – Strategic Planning, AT&T Operations, Inc. Ms. Lee has also been a licensed Certified Public Accountant and has held numerous Vice President of Finance positions.

Committees of Our Board
Audit Committee
Executive Committee
Governance and Nominating Committee

Board and Committee Operations

Board and Corporate Governance

Board Responsibility Overview

The primary responsibility of our Board is to foster the Company's long-term success. In fulfilling this role, each Director exercises good faith business judgment in the best interests of Emerson, our shareholders, employees and communities in which we operate. Our Board has responsibility for establishing broad corporate policies, setting strategic direction and overseeing management. Management has responsibility for our day-to-day operations, implementing these policies and strategic direction, subject to Board oversight.

Governance Principles and Ethics Program

Our Board has adopted the Company's Corporate Governance Principles and Practices that govern the structure and operations of our Board, oversight of management, and relations between the Board and our shareholders. In addition, our Board has adopted an ethics program that applies to all Emerson employees and our Directors, and includes an Employee Code of Conduct, supplements that are specifically applicable to our Directors and executive officers, and an additional code of ethics applicable to our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and Controller.

The Company's Corporate Governance Principles and Practices and each component of its ethics program are available on the Company's website at www.Emerson.com, Company, Investors, Governance, Ethics & Compliance, Principles & Practices. Printed copies of these documents are available to shareholders upon written request to our principal executive offices at Emerson Electric Co., 8027 Forsyth Blvd, St. Louis, Missouri 63105, Attn: Secretary. The Company intends to satisfy the disclosure requirement under Item 5.05 of Form 8-K by posting any amendments and/or waivers to its ethics code at the same location on its website.

The Board of Directors annually reviews its governance policies and practices, taking into account changes in applicable law, trends in corporate governance and input from shareholders.

Highlights of Corporate Governance

Our Governance and Nominating Committee regularly considers a broad range of corporate governance issues and is committed to adopting governance practices that are the most beneficial to the Company and its shareholders. Below are highlights of Emerson's corporate governance policies:

- **Independent Board Chair.** The Company's Bylaws and the Company's Corporate Governance Principles and Practices allow for the splitting of the roles of the CEO and the Board Chair. The Board has elected James Turley as our independent Board Chair.
- **Our Proposals to Declassify Our Board** We recognize that a declassified Board of Directors is considered an important aspect of good corporate governance. In response to current trends and shareholder requests, we have acted. We made proposals in 2025, 2024, 2020 and 2013 asking our shareholders to amend our Restated Articles of Incorporation to declassify our Board of Directors. The 2025, 2024, 2020 and 2013 proposed amendments to declassify our Board required a vote of 85% of outstanding shares in favor for approval and they did not attain the required approval level. This year, we are again asking our shareholders to amend our Restated Articles of Incorporation to declassify our Board of Directors. See "Proxy Item No. 4 Amendment to the Company's Restated Articles of Incorporation to Declassify the Company's Board of Directors."
- **Director Term Limit Policy.** The Board has adopted term limits for all non-management Directors. Non-management Directors may not stand for re-election (i) after the date of such Director's fifteenth anniversary on the Board, or (ii) when such Director's fifteenth anniversary on the Board would occur in the first year of the term for which the Director would be re-elected, unless the Board determines that continued service by a Director would be in the best interests of the Company and waives the requirement to allow the Director to continue serving. Additionally, Directors may not be elected, or re-elected, after attaining the age of 72, unless the Board of Directors determines that continued service by a Director would be in the best interests of the Company and approves an amendment to the Company's Bylaws specifically allowing the Director to continue serving.
- **Overboarding Policy.** The Company's Corporate Governance Principles and Practices limits all non-management Directors to serving on three other boards of publicly traded companies, and a director who is a full-time employee of our Company may not serve on the board of more than one other public company.

- **Board Refreshment.** To ensure that the Board continues to evolve and is refreshed in a manner that serves the Company's changing business and strategic needs, 40% of the continuing Directors joined the Board within the last five years.
- **Amend Supermajority Voting Requirements**. In response to current trends and shareholder requests, at our 2025 Annual Meeting, the Board made a proposal to amend our Restated Articles of Incorporation to change supermajority voting provisions to a majority voting standard. Two of the three proposed provisions required a vote of 85% of outstanding shares in favor of approval and they did not attain the required approval level, including the proposal to eliminate the supermajority requirement to declassify our Board and replace it with a majority voting standard. The third provision, related to terms of certain preferred stock, was approved and amendments have been made to remove the supermajority voting requirement in our Restated Articles of Incorporation accordingly.
- **Proxy Access Bylaw.** The Company's Bylaws include proxy access, which provides eligible shareholders a process for including their director nominees in the Company's proxy materials. Proxy access is discussed below at "Governance and Nominating Committee – Proxy Access" on page 21. In fiscal 2021, we further improved our proxy access Bylaw to remove a limitation on the number of proxy access nominees that was based on our classified Board structure.
- **Technology and Environmental Sustainability Committee**. The Technology and Environmental Sustainability Committee of the Board enhances oversight of issues such as product cybersecurity, technology, innovation, the use of artificial intelligence and the Company's environmental sustainability policies and programs.
- **Sustainability Reporting.** In 2015, at the Board's direction, we published our first Corporate Social Responsibility (CSR) Report highlighting the Company's environmental stewardship, integrity and ethics, corporate governance, political spending and lobbying, culture, supply chain practices and community involvement.
- **Human Rights.** We published our Global Human Rights Policy, which addresses our stance on topics including equal opportunity, health and safety, forced labor and human trafficking and freedom of association.

We believe these actions are indicators of good governance and enhance our accountability to shareholders.

Board Meetings and Attendance

There were nine meetings of the Board during 2025. All Directors attended at least 75% of the meetings of the Board. All Directors attended at least 75% of the meetings of the committees on which he or she served, with the exception of Mr. Butler. Moreover, Directors had 97% Board meeting attendance and the Directors' average attendance rate at meetings of the committees on which they serve was 95%. Directors are strongly encouraged to attend the Annual Meeting, although the Company has no policy requiring attendance. All but one of the Directors then in office attended the 2025 Annual Meeting.

Board Leadership Structure

In 2021, the Board determined to separate the roles of the Chief Executive Officer and the Chair of the Board and to elect an independent Chair. The Board believes that this current structure, with Mr. Karsanbhai serving as both CEO and as a Director and Mr. Turley serving as an independent, non-executive Board Chair, is appropriate given Mr. Turley's extensive experience in key Board roles and leadership experience.

The Board Chair serves an important role in our governance structure with roles and responsibilities specified in the Company's Corporate Governance Principles and Practices, which includes, among other things:

- Presiding at Board meetings, including executive sessions of independent or non-management Directors
- Establishing Board meeting agendas in conjunction with the CEO and Secretary
- Calling Board meetings and meetings of the independent Directors
- Acting as the Board's key liaison with the CEO and chairs the Board's Executive Committee
- Consulting with shareholders as requested by the Company
- Engaging in one-on-one meetings with other members of the Board

Each year the Board, through its Governance and Nominating Committee, reviews its leadership structure to ensure that it remains appropriate for the Company.

Board Role in Company Strategy

One of the Board's responsibilities is overseeing management's development and execution of the Company's strategy. The Board receives updates from management and engages with management to understand and monitor business objectives, the competitive landscape, economic trends and other developments. The Board looks to the expertise of its committees, and third-party experts as needed, to inform its oversight responsibilities. The Board was actively engaged in the Company's

recent M&A activities, including the Company's acquisition of National Instruments, the acquisition of the remaining 43% of Aspen Technologies and its review of strategic alternatives for the Safety and Productivity business segment.

Board Role in Risk Oversight

The Board has responsibility for oversight of the Company's risk management process. The Board administers its risk oversight both through active review and discussion by the full Board and by delegating certain oversight responsibilities to one of its committees for further consideration and evaluation of specific risks. Each committee reports to the full Board with respect to the committee's risk oversight activities on a regular basis. The Board and/or its appropriate committee receives updates from management to enhance its understanding and oversight of the Company's risk management processes. This process is designed to provide to the Board timely visibility into the identification, assessment and management of critical risks. The areas of critical risk include strategic, macroeconomic and operational risks. In 2023, the Board restructured its committees by dissolving its Finance Committee, creating a new Technology and Environmental Sustainability Committee, and redistributing the responsibilities of the Finance Committee among the remaining Committees and to the full Board. The Board created the Technology and Environmental Sustainability Committee to further enhance its oversight of issues such as product cybersecurity, technology, innovation, and the Company's environmental sustainability policies and programs.

With respect to the Board's committees, the Compensation Committee provides oversight for risks associated with its purpose, including, among others, risks related to human capital. The Governance and Nominating Committee provides oversight for risks associated with its purpose, including, among others, risks related to the Company's reputation, matters of shareholder interest, social issues, laws and regulations. The Audit Committee provides oversight for risks associated with its purpose, including, among others, risks related to financial reporting, compliance with laws and regulations, reputational issues and enterprise cybersecurity. The Audit Committee also assists the Board by annually reviewing and discussing with management the risk management process and its functionality. The Technology and Environmental Sustainability Committee provides oversight for risks associated with its purpose, including, among others, risks related to the Company's technology portfolio, technology trends, including product cybersecurity and artificial intelligence, and the impact of decarbonization.

Cybersecurity Risk Oversight

The Board directly, or through its appropriate committee, provides oversight of management's efforts to mitigate cybersecurity risk and response to cyber incidents. The Board and/or its appropriate committees receive regular updates on cybersecurity from management and engage in discussions throughout the year, including with subject-matter experts as appropriate, on the function of the Company's overall cybersecurity program, cybersecurity risks, strategies for addressing these risks, and the implementation thereof. The Audit Committee has oversight responsibility for the Company's enterprise cybersecurity risks, and the Technology and Environmental Sustainability Committee has oversight responsibility for the Company's product cybersecurity risks. The Board also receives reports on significant cyber events including response efforts, legal obligations, and outreach and notification to regulators and/or customers when needed, as well as provide guidance to management as appropriate.

Artificial Intelligence Risk Oversight

The Board directly, or through its appropriate committee, provides oversight of management's efforts to monitor and mitigate risks associated with the Company's evolving use of artificial intelligence ("AI"). The Technology and Environmental Sustainability Committee receives regular updates from management and engages in discussions throughout the year on evolving technology trends, including the Company's use of AI in its operations and product development. As the Company continues its adoption of AI solutions to optimize its operations, improve customer experiences, and enhance its products and services, the Technology and Environmental Sustainability Committee engages in regular discussions with management to monitor, and enhance where appropriate, the Company's risk mitigation mechanisms and policies related to such use.

Shareholder Engagement

We value our shareholders' perspectives on our businesses and interact with shareholders and investment analysts through a variety of engagement activities. These engagement activities include our investor conference and participation in industry conferences throughout the year. In addition, we routinely schedule additional engagement meetings with investors and analysts in various locations around the world. Investors and analysts may schedule meetings with our Vice President of Investor Relations to request additional information regarding the Company. We reach out to our largest shareholders each year in connection with our Annual Meeting to discuss, among other things, the matters that will be voted on at the meeting, leadership structure, business strategy, financial performance, governance, executive compensation, sustainability initiatives, and we respond to questions or concerns raised by shareholders. We discuss input provided by our shareholders during these meetings with our full Board, Governance and Nominating Committee, Compensation Committee, and other Committees of the Board as appropriate. Our Investor Relations department can be reached at 314-553-2197, investor.relations@emerson.com, or at www.Emerson.com, Company, Investors.

Board Composition

Our current Board consists of 10 Directors. As required by our Restated Articles of Incorporation, our Board is divided into three classes, with the terms of office of each class ending in successive years. The Directors in one class are elected at each Annual Meeting to serve for a three-year term and until their successors are duly elected and qualified, subject to their earlier death, resignation or removal. Periodically, a Director is elected to a class with a shorter term, or moved into a different class between meetings, to rebalance the classes.

Proposal to Declassify Board of Directors

Based on feedback from shareholders, management is again resubmitting a proposed amendment to our Restated Articles of Incorporation that would eliminate our classified board structure and allow all Directors to be elected annually. We encouraged shareholders at the Annual Meetings in 2025, 2024, 2020 and 2013 to approve the same amendment but the amendment did not receive the required vote to pass. We recognize that many of our shareholders would prefer a declassified Board structure and are therefore resubmitting the proposal at this year's Annual Meeting. We urge all shareholders to vote FOR the declassification proposal. Please see "Proxy Item No. 4 – Amendment to the Company's Restated Articles of Incorporation to Declassify the Company's Board of Directors."

Board and Committee Refreshment

We are committed to reviewing our Board's composition to ensure that we continue to have the right mix of skills, background and tenure. Spencer Stuart performed an analysis of the Board's composition and its alignment with the Company's strategic direction. This analysis has informed the Board's recent refreshment efforts.

Our Board believes that a balanced approach to Director tenure, which includes a mix of longer-tenured directors and newer directors, allows our Board to benefit from the experience of longer-serving Directors as well as the fresh perspectives of newer Directors. In order to further promote independence, objectivity, and the presence of a variety of perspectives, we have continued to refresh the Board, with 40% of the continuing Board joining within the last five years. The Board has enhanced the Company's Corporate Governance Principles and Practices by adopting a term limit. The Company's Corporate Governance Principles and Practices provides that non-management Directors may not stand for re-election (i) after the date of such Director's fifteenth anniversary on the Board, or (ii) when such Director's fifteenth anniversary on the Board would occur in the first year of the term for which the Director would be re-elected, unless the Board determines that continued service by a Director would be in the best interests of the Company and waives the requirement to allow the Director to continue serving.

Additionally, pursuant to the Company's Bylaws, a Director may not stand for election after age 72 without Board review and assessment. If our Board determines that continued service beyond this period is in the best interests of Emerson and our shareholders, our Board may amend the Bylaws to waive this requirement and allow election to an additional term, subject to our classified Board structure and key business issues.

Our Directors have a wide range of skills and experience in a variety of professions and industries, including:

DIRECTOR SKILLS AND EXPERIENCE	
• Global business	• Large company CEO or COO
• Financial leadership or expertise	• Technology, innovation or cybersecurity
• Corporate governance	• Operational leadership
• Industry, end-markets and growth areas	• Business development

The specific background, skills and experience of each of our Directors is detailed under "Proxy Item No. 1 – Election of Directors" on page 7. The Governance and Nominating Committee has the primary responsibility for developing a Director succession plan. The Committee periodically reviews our Board composition and, as discussed above, identifies the appropriate mix of experiences, skills, attributes and tenure for our Board in light of our Company's current and future business environment and strategic direction, all with the objective of recommending a group of Directors that can best continue our success and represent our shareholders' interests.

The Board reviewed the tenure of the members of the Board on their respective committees and determined a refreshment was appropriate. The composition of each of the Board's committees was updated just after the close of the fiscal year, with two of the Directors joining new committees as a result. The Board retained tenured members in each committee to maintain continuity while adding fresh perspectives with the addition of new committee members.

Key Executive Compensation Policies and Practices

We have adopted corporate governance policies which encourage significant long-term stock ownership and align the interests of our executives with our shareholders. These policies include:

- **Executive compensation practices** that incentivize long-term performance with equity compensation using multi-year performance and vesting periods; align executive and shareholder interests and reward for superior performance rather than creating a sense of entitlement and without encouraging excessive or unnecessary risk taking. See “Executive Compensation – Compensation Discussion and Analysis” on page 27.
- **Stock ownership guidelines** that require NEOs to hold stock equal to at least a specified multiple of their base salaries.
- **Blackout and stock trading policies** that require permission to trade in Emerson stock.
- **Updated Clawback policies** that allow us to reduce, cancel or recover incentive compensation in the event of certain accounting restatements or in connection with violations of the Company’s ethics and compliance programs and policies, including our Code of Conduct. See “Policies Supporting Our Fundamental Principles” on page 32.
- **Pledging and anti-hedging policies** that prohibit certain speculative transactions that are not in alignment with our shareholders. Specifically, our hedging policy prohibits any officer (including any executive officers) and Directors from engaging in transactions to hedge or offset value declines in the value of our stock, regardless of how acquired, such as short selling, put or call options, forward sale or purchase contracts, equity swaps and exchange funds. Our pledging policy prohibits pledging of Company shares as collateral for a loan by Directors or elected officers. See “Policies Supporting Our Fundamental Principles” on page 32.

Review, Approval or Ratification of Transactions with Related Persons

We have developed and implemented processes to obtain and review all transactions and relationships in which the Company and any of our Directors, Director nominees or executive officers, or any of their immediate family members, are participants, and to determine whether any of these individuals have a direct or indirect material interest in any such transaction. Our Governance and Nominating Committee reviews and provides oversight over related party transactions. Transactions that are determined to be material to a related person are disclosed as required. Pursuant to these processes, all Directors and executive officers annually complete a Director and Executive Officer Questionnaire and a Conflict of Interest Questionnaire that are designed to identify related person transactions and both actual and potential conflicts of interest. We also review the nature and extent of business between the Company and other companies affiliated with our Directors or executive officers. Under the Company’s ethics program, an executive officer is required to immediately disclose all the relevant facts and circumstances of any actual or potential conflict of interest to the Company’s Ethics Committee. If the Ethics Committee determines that there is a conflict, it will refer the matter to the Board of Directors. A Director is required to immediately disclose all the relevant facts and circumstances of any actual or potential conflict of interest to the Board. In each case, the Board will review the matter to make a final determination as to whether a conflict exists, and, if so, the appropriate resolution.

The Company has a written ethics program applicable to all Directors and executive officers of the Company that prohibits Directors and executive officers from entering into transactions, or having any relationships, that would result in a conflict of interest with the Company. Waivers of the ethics program requirements for Directors and executive officers may only be granted by the Board of Directors. The Company’s ethics program documents can be found on the Company’s website at www.Emerson.com, Company, Investors, Governance, Ethics & Compliance.

Certain Business Relationships and Related Party Transactions

Based on the review described above, there were no transactions from October 1, 2024, through the date of this proxy statement, and there are no currently proposed transactions, in which the Company was or is to be a participant, in which the amount involved exceeded $120,000 and in which any of the Company’s Directors, nominees or executive officers or any of their immediate family members, or any beneficial holder of more than 5% of our common stock, either had or will have a direct or indirect material interest.

Director Independence

The Board has determined that all current Directors, other than Mr. Karsanbhai, are independent, as defined under the general independence standards of the New York Stock Exchange (“NYSE”). William H. Easter, III retired from the Board at the 2025 Annual Meeting and Leticia Gonçalves resigned from the Board on March 10, 2025 but were determined to be independent while they served. All Directors identified as independent meet the Board adopted independence standards. These standards are included in Appendix A and are available on the Company’s website at www.Emerson.com, Company, Investors, Governance, Governance Documents, Principles & Practices.

In the course of the Board's independence determinations, it considered any transactions, relationships and arrangements as required by the Company's independence standards. In particular, with respect to each of the three most recently completed fiscal years, the Board considered for:

- Butler and Lee, the annual amount of sales to Emerson by the company which the Director serves or served as an executive officer, and transactions by that company with Emerson, and determined that in each case the amounts of such sales and purchases in fiscal 2025 were less than 0.08% of such other company's annual revenue and in each year were immaterial and well below the threshold set in the Emerson independence standards.
- Turley, the annual amount of contributions by Emerson to charitable organizations for which the Director serves as a director, officer or trustee and determined that such contributions were immaterial, below the threshold set in the Emerson independence standards, were made through the Company's normal corporate charitable donation approval process and were not made on behalf of any Director. For 2025, the amounts of such contributions were $825,000 to the Municipal Theatre Association of St. Louis and $691,666.67 to Forest Park Forever. These two organizations are prominent St. Louis civic organizations to which Emerson, as a St. Louis headquartered company, has provided substantial support for over 30 years, long before Mr. Turley joined the Emerson Board or the boards of these organizations.

Overboarding

Our Governance and Nominating Committee regularly reviews the ability of our directors to fulfill their responsibilities given the time commitment associated with each directorship. In 2022, the Board amended the Corporate Governance Principles and Practices to enhance the Board's overboarding policy. In accordance with the updated policy, non-management directors may not serve on more than three other boards of publicly traded companies in addition to our Board, and a director who is a full-time employee of our Company may not serve on the board of more than one other public company. The policy also requires, at least annually, that the Governance and Nominating Committee shall review the outside commitments of the members of the Board, including their service on other public company boards and any leadership roles on those boards. Additionally, on an annual basis, the Company's Chair or Lead Independent Director must affirm that he or she is in compliance with applicable policies. The Governance and Nominating Committee completed its annual review for fiscal 2025 and all members of the Board were in compliance with the overboarding policies.

Committees of Our Board of Directors

Our Board has delegated certain of its responsibilities to committees to provide for more efficient Board operations and allow Directors to engage in deeper analysis and oversight in specific areas of importance. The members and Committee Chairs are designated by the Board based on recommendations from the Governance and Nominating Committee. The Chair of each Committee helps develop the agenda for that Committee and provides a report to our Board on Committee activities. Each Committee annually reviews the adequacy of its Charter and conducts an evaluation of its performance.

Our Board has adopted written Committee charters which are available on our website, www.Emerson.com, Company, Investors, Governance, Governance Documents, Committee Charters. The primary responsibilities and membership of the Board's current Committees* are below:

COMMITTEE	PRIMARY RESPONSIBILITIES AND MEMBERSHIP
AUDIT 	The Audit Committee assists the Board in providing oversight of the systems and procedures relating to the integrity of the Company's financial statements, financial reporting process, systems of internal accounting and financial controls, internal audit process, risk management (including, among others, technology and enterprise cybersecurity), compliance with legal and regulatory requirements and the independent audit of the annual financial statements. The Committee is directly responsible for the appointment, oversight, qualification, independence, performance, compensation and retention of the Company's independent registered public accounting firm, including audit fee negotiations. The Committee reviews with management major financial risk exposures and the steps management has taken to monitor, mitigate and control such exposures. The members of the Audit Committee are L. M. Lee (Chair), M. A. Blinn, C. G. Butler, M. S. Levatich and J. S. Turley. The Board has determined that each member is independent under the enhanced audit committee independence standards in the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and NYSE listing standards. The Board has also determined that M. A. Blinn, L. M. Lee and J. S. Turley are Audit Committee Financial Experts under SEC rules. The Committee met four times in 2025.
COMPENSATION 	The Compensation Committee discharges the Board's oversight of the Company's executive compensation program and produces the Committee's proxy statement report on executive compensation. Among other things, the Committee approves goals and objectives, evaluates performance and sets compensation for the CEO; approves elements of compensation for and oversees the evaluation of certain other officers, including the NEOs; oversees the Company's equity incentive plans; and monitors the Senior Management Succession Plan. The current Compensation Committee members are G. A. Flach (Chair), J. B. Bolten, M. S. Craighead and J. M. McKelvey. The Board has determined that each member meets the enhanced NYSE independence standards and qualifies as an "outside director" under Section 162(m) of the Internal Revenue Code, as amended ("IRC") and as a "non-employee director" under Rule 16b-3 of the Exchange Act. The Committee met six times in 2025.
CORPORATE GOVERNANCE AND NOMINATING 	The Governance and Nominating Committee oversees the Company's corporate governance; reviews its governance principles and independence standards; oversees the annual Board and Committee evaluations; discharges the Board's responsibilities related to Director compensation; identifies, evaluates and recommends individuals for Board and Committee membership; makes recommendations as to the size and composition of the Board and its Committees; and reviews the Company's conflict of interest policies, codes of ethics, important public policy issues and issues of corporate social responsibility, including health, safety, environmental and sustainability policies and reporting, political activities and compliance with related laws and regulations, and oversees management's implementation thereof. The members of the Committee are J. B. Bolten (Chair), C. G. Butler, M. S. Craighead, L. M. Lee and J. S. Turley. The Board has determined that all members are independent under NYSE listing standards. The Committee met five times in 2025.
TECHNOLOGY AND ENVIRONMENTAL SUSTAINABILITY 	The Technology and Environmental Sustainability Committee advises the Board with respect to responsibilities for oversight of the Company's strategy and effectiveness in utilizing technology and innovation in its product portfolio; reviews and assists in the oversight of potential risks associated with technology, including product cybersecurity, and reviews and assists in the oversight of the Company's environmental sustainability policies and programs. The members of the Committee are J. M. McKelvey (Chair), M. A. Blinn, G. A. Flach and M. S. Levatich. The Committee met four times in 2025.
EXECUTIVE 	The Executive Committee exercises Board authority between Board meetings on matters in which specific direction has not been given by the Board, to the extent permitted by law and except for certain specified matters. The members of the Committee are J. S. Turley (Chair), J. B. Bolten, G. A. Flach, S. L. Karsanbhai, L. M. Lee and J. M. McKelvey. The Committee did not meet in 2025.

*C. G. Butler was appointed to the Audit Committee effective October 7, 2025. L. M. Lee was appointed to the Corporate Governance and Nominating Committee effective October 7, 2025.

Board, Committee and Individual Director Evaluations

Our Board assesses annually its effectiveness and that of its Committees. All Directors complete an evaluation form for the Board and for each Committee on which they serve. These forms include numerical ratings for certain key metrics, as well as the opportunity for written comments. The comments provide key insights into the areas Directors believe the Board can improve or in which its performance is strong. The evaluation results are reported to the full Board, and each Committee is provided with its Committee evaluation results. The Governance and Nominating Committee oversees the process. Evaluation topics include number and length of meetings, topics covered and materials provided, Committee structure and activities, Board composition, including any comments on other members of the Board and their expertise, succession planning, Director participation and interaction with management and promotion of ethical behavior. Our Board discusses the results of each annual evaluation and, as appropriate, implements enhancements and other modifications identified during the evaluation.

Also as part of the annual self-assessment process, the Chair of the Board meets with each Director individually to solicit peer-to-peer evaluations. The one-on-one meetings between the Board Chair and other members of the Board is an important mechanism to obtain and share feedback among the Board members. During these one-on-one meetings, the Board Chair solicits feedback on the Board's function, each Board member's self-assessment of their function on the Board, and their assessment of their fellow Board members' function on the Board. Upon completion of the meetings, the Chair then meets with each Director individually to provide feedback on their performance that was obtained in the peer-to-peer evaluation sessions.

Corporate Governance and Nominating Committee

Nomination Process

The Governance and Nominating Committee is primarily responsible for identifying and evaluating director candidates and determining whether to recommend the re-nomination of incumbent directors. The Committee, which consists entirely of independent directors under applicable SEC rules and NYSE listing standards, regularly reviews the appropriate size and composition of the Board and anticipates vacancies and required expertise. The Committee reviews potential nominees from several sources, including Directors, management, shareholders or others. The Committee is also authorized to retain search firms to identify potential director candidates, as well as other external advisors, including for purposes of performing background reviews of potential candidates. The Committee retained Spencer Stuart in fiscal 2025 to assist in identifying and evaluating potential candidates.

In evaluating potential nominees, the Committee considers the knowledge, reputation, experience, integrity and judgment of the candidates, their contribution to the diversity of viewpoints, experience and skills on the Board and their ability to devote sufficient time and effort to their duties as Directors. The Board considers the following experience particularly relevant: global business, technology, innovation or cybersecurity, business development, large company CEO or COO, financial leadership or expertise, corporate governance, operational leadership, industry, end-markets and growth areas, as well as experience on the boards of other major organizations. The Company's Corporate Governance Principles and Practices set forth the minimum qualifications for nominees. Candidates are interviewed multiple times by the Chair of the Board, the CEO, the Chair of the Governance and Nominating Committee and other members of the Board to ensure that candidates not only possess the requisites skills and characteristics, but also the personality, leadership traits, work ethic, and independence of thought to effectively contribute as a member of the Board. The best candidates are then recommended by the Committee to the Board.

To ensure that the Board continues to evolve and be refreshed in a manner that serves the Company's changing business and strategic needs, before recommending for re-nomination a slate of incumbent directors for an additional term, the Committee also evaluates whether incumbent directors possess the requisite skills and perspectives, both individually and collectively. This evaluation is based primarily on the results of the periodic review the Committee performs of the requisite skills and characteristics of Board members, as well as the composition of the Board as a whole, the results of the Board's annual evaluation, and the results of the individual Director evaluations.

The Board's policy is to seek qualified candidates. The Board seeks to maintain a balance of perspectives, qualities and skills on the Board to obtain a diversity of viewpoints to better understand the technical, economic, political and social environments in which the Company operates. The Board is committed to using refreshment opportunities to strengthen its cognitive diversity. To accomplish this, existing Board members and outside agencies are required to recommend candidates to further these objectives. The Board's success on these objectives is measured by the range of viewpoints represented on the Board.

The Committee will consider candidates recommended by shareholders if required biographical information is properly submitted as described in "Other Matters – Future Shareholder Proposals and Nominations" on page 76. Properly submitted shareholder recommendations are sent to the Committee and will receive the same consideration as others identified to the Committee.

The Company's Bylaws permit shareholders to nominate Directors at an annual meeting of shareholders or at a special meeting at which Directors are to be elected. The procedures for making such nominations are discussed in "Other Matters – Future Shareholder Proposals and Nominations" beginning on page 76.

Director Orientation and Continuing Education

Our orientation process familiarizes new Directors with the Company's businesses, operational strategy, and policies to optimize their Board service in their assigned committees. New Directors receive an extensive suite of onboarding materials which addresses topics including director roles and responsibilities, corporate governance policies and procedures, leadership structure, and Company strategy. We encourage our Directors to engage in continuing education to help ensure our Directors maintain a deep and up-to-date understanding of the critical issues and corporate governance developments relating to the operation of public company boards. We also provide Directors with access to director education programs provided by third parties.

Proposal to Declassify Board of Directors

The Committee and the Board have approved and submitted to shareholders for approval an amendment to our Restated Articles of Incorporation to declassify our Board. Please see "Proxy Item No. 4 – Amendment to the Company's Restated Articles of Incorporation to Declassify the Company's Board of Directors."

Proxy Access

The Company's Bylaws permit up to 20 shareholders owning in the aggregate at least 3% of the Company's outstanding common stock continuously for at least three years to nominate and include in the Company's proxy materials director nominees constituting up to the greater of two individuals or 20% of the Board, provided that the nominating holders and the nominees satisfy the requirements specified in the Bylaws, including providing the Company with advance notice of the nomination. For more information on how to submit a nominee for inclusion in Company proxy materials pursuant to these provisions, see "Other Matters – Future Shareholder Proposals and Nominations" on page 76.

In 2021, the Board amended the Company's proxy access Bylaw to remove a limitation relating to our classified board structure. The limitation provided that as long as we maintained a classified Board, the maximum number of proxy access nominees in a year could not exceed one-half of the number of Directors to be elected at that annual meeting.

Director Compensation

Processes and Procedures for Determination of Director Compensation

The Governance and Nominating Committee annually reviews compensation practices for the Company's Directors and makes recommendations to the Board regarding the form and amount of compensation for determination by the Board. To assist the Committee in performing these duties, management engages an outside consultant to prepare a director compensation analysis and to make recommendations. Based on this analysis, management makes recommendations regarding Director compensation for the Committee's consideration. In 2025, Frederic W. Cook & Co. was retained to prepare this analysis.

Director Compensation Program

Each non-management Director is paid an annual retainer comprised of cash and equity in the form of restricted stock or restricted stock units ("RSUs"), as well as meeting fees and reimbursement of expenses. The Board Chair and each Committee Chair receive an additional cash retainer. Mr. Karsanbhai does not receive any additional compensation for service on the Board. In fiscal 2025, the Director compensation program provided for the following payments:

Type	Amount
Annual Cash Retainer	$140,000
Restricted Stock or RSU Retainer	$190,000
Board Chair Retainer	$200,000
Committee Chair Retainers	Audit – $30,000 Compensation – $25,000 Governance & Nominating, and Technology and Environmental Sustainability – $20,000 each
Meeting Fees	No additional fees for the first 24 meetings and then $2,000 for each additional Board or Committee meeting thereafter

Beginning with the 2023 grant, the equity portion of the annual retainer was made in RSUs that provide for annual vesting and allow for the deferral of the delivery of shares issuable upon vesting.

Emerson's Director Stock Ownership Policy generally requires non-management Directors to hold stock equal to five times annual cash compensation, subject to a phase-in policy for new Directors. For awards prior to 2023, the equity portion of the annual retainer generally did not vest until the last day of a Director's term after the age of 72. The awards also vest on death, disability or a change of control of the Company. If a Director's tenure on the Board ends for any other reason, the vesting of the award is at the discretion of the Committee. If the restrictions on the awards do not lapse, the awards are forfeited to the Company. Restricted stock includes both dividend and voting rights. Dividend equivalents are paid on RSUs, which do not have voting rights.

Directors may defer all or a part of their cash compensation under the Company's Deferred Compensation Plan for Non-management Directors. Directors may also defer payment of the dividend equivalents on RSUs. Deferred amounts are credited with interest quarterly at the Bank of America prime rate. Under SEC rules, interest on deferred amounts is considered above-market if the rate of interest exceeds 120% of the applicable federal long-term rate. No current Directors participated in this deferral program during fiscal 2025.

As part of the Company's charitable contributions practice, the Company may, at the Board's discretion, make a charitable contribution in the names of Emerson and a Director (including management Directors) upon retirement from the Board (as determined by the Board), taking into account the Director's Board tenure, accomplishments, and other relevant factors.

The table below sets forth non-management Director compensation for 2025.

Director Compensation Table

Name(1)	Fees Earned or Paid in Cash ($)	Stock Awards ($)(2)(3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)(4)	Total ($)
Mark A. Blinn	140,000	189,932	—	—	329,932
Joshua B. Bolten	160,000	189,932	—	10,000	359,932
Calvin G. Butler, Jr.	140,000	189,932	—	—	329,932
Martin S. Craighead	140,000	189,932	—	—	329,932
William H. Easter III (5)	78,334	—	—	10,000	88,334
Gloria A. Flach	165,000	189,932	—	—	354,932
Leticia Gonçalves Lourenco (5)	70,000	189,932	—	—	259,932
Lori M. Lee	170,000	189,932	—	2,002	361,934
Matthew S. Levatich	140,000	189,932	—	10,000	339,932
James M. McKelvey	153,333	189,932	—	—	343,265
James S. Turley	340,000	189,932	—	—	529,932

(1) Mr. Karsanbhai is the only current management Director. His compensation is set forth in the Summary Compensation Table and related tables. He did not receive any additional compensation for his service as a Director.

(2) On February 4, 2025, the Directors then in office were awarded 1,476 restricted stock units with a total value of $189,932 ($190,000 divided by the grant date fair value of Emerson stock, rounded down to the nearest whole share) representing their 2025 restricted stock unit award. On March 10, 2025, Ms. Gonçalves resigned from the Board and her restricted stock units were reduced to 142 restricted stock units to reflect her pro rata amounts of the 2025 awards. Each amount constitutes the aggregate grant date fair value of restricted stock units calculated in accordance with FASB ASC Topic 718.

(3) The total number of shares of restricted stock held by each of the non-management Directors at September 30, 2025 is: Mr. Blinn-6,235; Mr. Bolten-24,267; Mr. Craighead-7,340; Ms. Flach-11,834; Ms. Lee-8,586; Mr. Levatich-23,098; and Mr. Turley-20,931. The total number of RSUs held by each of the non-management Directors at September 30, 2025 is: Mr. Blinn-1,476; Mr. Bolten-1,476; Mr. Butler-1,476; Mr. Craighead-1,476; Ms. Flach-5,276; Ms. Lee-5,276; Mr. Levatich-1,476; Mr. McKelvey-1,476; and Mr. Turley-5,276.

(4) Includes Company matching contributions under the Company's charitable matching gifts program, which matches charitable gifts of up to $10,000 for all employees and Directors of the Company.

(5) Mr. Easter retired from the Board at the 2025 Annual Meeting. Ms. Gonçalves resigned from the Board on March 10, 2025.

Audit Committee

Report of the Audit Committee

The Audit Committee assists the Board in providing oversight of the systems and procedures relating to the integrity of the Company's financial statements, the Company's financial reporting process, its systems of internal accounting, financial and reporting controls, the performance of the internal audit function, risk management, the independent audit process of the Company's annual financial statements and the Company's compliance with legal and regulatory requirements. Management is responsible for these processes.

The Audit Committee reviews with management the Company's major financial risk exposures and the steps management has taken to monitor, mitigate and control such exposures. Additionally, the Committee provides oversight of the Company's processes for managing enterprise cybersecurity risk, including the Company's framework for preventing, detecting, and addressing enterprise cybersecurity. An independent third party is used to audit our systems and processes for alignment with ISO 27001. The Committee also provides oversight of the Company's processes and metrics related to our sustainability reporting.

Management has the responsibility for the implementation of these activities. In fulfilling its oversight responsibilities, the Committee reviewed and discussed with management the audited financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2025, including a discussion of the quality and the acceptability of the Company's financial reporting and controls. The Committee also reviews the Company's quarterly earnings press releases and reports on Form 10-Q prior to distribution and filing.

The Company's independent registered public accounting firm is responsible for expressing an opinion on the conformity of those audited financial statements with U.S. generally accepted accounting principles and on the effectiveness of the Company's internal control over financial reporting. The Committee reviewed with the independent registered public accounting firm the firm's judgments as to the quality and the acceptability of the Company's financial reporting and such other matters as are required to be discussed with the Committee by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the Securities and Exchange Commission. In addition, the Committee has discussed with the independent registered public accounting firm the firm's independence from management and the Company, including the impact of non-audit related services provided to the Company and the matters in the independent registered public accounting firm's written disclosures required by the applicable requirements of the PCAOB.

The Committee also discussed with the Company's internal auditors and the independent registered public accounting firm in advance the overall scope and plans for their respective audits, including timing, risk assessments, locations and coverage, and any reliance by the external auditors on work performed by the internal auditors. The Committee meets at least quarterly with the internal auditor and the independent registered public accounting firm, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's accounting and financial reporting.

The Committee is directly responsible for the appointment, oversight, qualification, independence, performance, compensation and retention of the Company's independent registered public accounting firm, including audit fee negotiations and approval. The Committee has evaluated whether retaining KPMG LLP (KPMG) as the Company's independent auditor for the year is in the best interest of Emerson and its shareholders. The Committee considers whether KPMG's known legal risks include involvement in proceedings that could impair their ability to perform the annual audit, and reviews historical and proposed KPMG fees charged to the Company.

In performing its review, the Committee also considers the quality, candor and effectiveness of KPMG's communications with the Committee and management; how effectively KPMG maintained its independence as demonstrated by exercising judgment, objectivity and professional skepticism; reports of the PCAOB; and other available data regarding the quality of work performed by KPMG; KPMG's long tenure and experience as the Company's auditor, and the geographic reach and expertise of KPMG to address the demands placed on an auditor by the global breadth and complexity of Emerson's business in terms of quantity, quality and location of staff.

The Committee also considers whether, to assure continuing auditor independence, there should be rotation of the independent registered public accounting firm. The Committee is responsible for the selection of the lead engagement partner, and as required by law, assures rotation of the lead partner every five years. When appropriate, KPMG provides a list of candidates for the role of lead engagement partner, who are then interviewed by members of senior management. The Committee considers their recommendations and those of KPMG leadership, evaluates the candidate's qualifications, strengths and weaknesses and selects the lead engagement partner.

In reliance on the reviews and discussions referred to above, the Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2025, for filing with the Securities and Exchange Commission. In accordance with its Charter, the Committee has reappointed KPMG as the Company's independent registered public accounting firm to audit the Company's

consolidated financial statements for fiscal 2026, based on their overall qualifications, objectivity, significant experience and understanding of the Company's operations, and their ability to deploy resources to match Emerson's global operations.

Audit Committee

Lori M. Lee, Chair | Mark A. Blinn | Calvin G. Butler | Matthew S. Levatich | James S. Turley

Fees Paid to KPMG LLP

Fees paid to KPMG LLP, the Company's independent registered public accounting firm:

$ in millions	2024	2025
Audit Fees	$22.4	$19.8
Audit-Related Fees	0.7	3.9
Tax Fees	—	—
All Other Fees	0.1	—
Total KPMG LLP Fees	**$23.2**	**$23.7**

Audit Fees primarily represent the cost for the audit of the Company's annual financial statements, reviews of quarterly SEC filings and statutory audits at non-U.S. locations.

Audit-Related Fees are primarily attributable to audit procedures related to potential divestitures, acquisition and divestiture due diligence, audits of employee benefit plans and statutory filings.

The Audit Committee approved in advance all services provided by KPMG LLP. The Audit Committee's pre-approval policies and procedures are included within the Audit Committee Charter, which can be found on the Company's website at www.Emerson.com, Company, Investors, Governance, Governance Documents, Committee Charters.

Compensation Committee

The Compensation Committee operates under a written charter that details the Committee's authority, composition and procedures. The Committee may delegate authority with respect to specific matters to one or more members, provided that all decisions of any such members are presented to the full Committee at its next meeting.

For 2025, the Compensation Committee reviewed management's process for assessing risk in the Company's compensation programs, policies and practices for its employees, including the Company's executive compensation program and practices. The Committee accepted the result of these reviews that our compensation programs, policies and practices do not create risks that are reasonably likely to have a material adverse effect on our business. See "Our Compensation Best Practices" on page 31 and "Policies Supporting our Fundamental Principles" on page 32 for additional information.

Role of Executive Officers and the Compensation Consultant

Executive Officers

As described in "Compensation Discussion and Analysis – Setting Annual Total Compensation" on page 32, our CEO makes recommendations to the Compensation Committee based on management input regarding total compensation of the other executive officers. Management also develops and presents to the Committee design recommendations for compensation programs.

The Compensation Committee has unrestricted access to management and may request the participation of the independent compensation consultant at any meeting or executive session. Committee meetings are regularly attended by (i) the CEO, except for executive sessions and discussions of his own compensation, (ii) the Senior Vice President and Chief People Officer, who leads some of the discussions regarding the Company's compensation programs, and (iii) the Committee's independent consultant. The Committee regularly reports to the Board on compensation matters and annually reviews the CEO's compensation with the Board in executive sessions of non-management Directors only.

Compensation Consultant

The Compensation Committee has sole discretion, at Company expense, to retain and terminate compensation consultants, independent legal counsel or other advisors, including sole authority to approve their fees and retention terms. Any Committee member may request the participation of independent advisors at any meeting. The Committee has engaged Exequity LLP (Exequity) as its independent consultant. Exequity reports directly to the Committee and performs services as

directed by the Committee. In 2025, Exequity reviewed the compensation of our CEO and the other NEOs and a pay for performance analysis. The Committee reviews this information in determining compensation for the NEOs. Management engages Frederic W. Cook & Co. from time to time to assist with director compensation analysis. In 2025, Frederic W. Cook & Co. reviewed our director compensation. Neither Exequity nor Frederic W. Cook & Co. provides any other services to the Company. See also “Competitive Market Information” on page 33.

Compensation Committee Report

The Compensation Committee of the Board of Directors acts on behalf of the Board to establish and oversee the Company’s executive compensation program in the interests of the Company and its shareholders. For a discussion of the Compensation Committee’s policies and procedures, see “Compensation” on page 19, “Compensation Committee” on page 24 and “Role of Our Compensation Committee” on page 30.

Management of the Company has prepared the Compensation Discussion and Analysis describing the Company’s compensation program for senior executives, including the NEOs. See “Compensation Discussion and Analysis” beginning on page 27. The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis for fiscal 2025 with the Company’s management. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company’s proxy statement for its 2026 Annual Meeting of Shareholders.

Compensation Committee

Gloria A. Flach, Chair Joshua B. Bolten Martin S. Craighead James M. McKelvey

Compensation Committee Interlocks and Insider Participation

The functions and members of the Compensation Committee are set forth above under “Compensation” on page 19. All Committee members are independent and none of the Committee members has served as an officer or employee of the Company or a subsidiary of the Company. During 2025, no member of the Committee and no other Director was an executive officer of another company on whose compensation committee or board any of our executive officers served.

Proxy Item No. 2
Advisory Vote on Executive Compensation

Pursuant to Section 14A of the Exchange Act and SEC rules, our Board of Directors is again submitting for a non-binding shareholder vote on our executive compensation as described in this proxy statement (commonly referred to as "say-on-pay"). We plan to hold this vote annually.

Emerson is a performance-driven, financially focused company with a long track record of strong performance in good economic times, and stable profitability and returns to shareholders even when economic conditions are unfavorable. Our pay-for-performance executive compensation program is an integral part of our consistent and rigorous management process. We believe it has effectively motivated and rewarded Emerson executives to meet the challenges of recessions, inflationary periods, technological changes and intense global competition, and it continues to do so today.

We encourage shareholders to review the Compensation Discussion and Analysis on pages 27 to 49. The Company's executive compensation program supports Emerson's rigorously applied management, organizational review and compensation planning processes, which have been implemented over the years by successive teams of talented and committed executives.

The foundational elements of our program include paying for performance, maximizing shareholder value without excessive risk, aligning executive and shareholder interests, providing competitive pay to attract and retain executives and rewarding results while recognizing individual contributions.

We believe the program strikes the appropriate balance between responsible, measured pay practices and incentivizing our executives to dedicate themselves fully to value creation for our shareholders, as evidenced by Emerson's pay practices (see "Our Compensation Best Practices" on page 31):

- **NEO compensation is tied to Company performance**
- **We target competitive and market-based pay with actual pay dependent on performance**
- **Our primary incentive compensation – performance shares – is based on the Company's long-term performance**
- **Alignment with shareholder interests**
- **No employment, severance or golden parachute agreements with any of our NEOs**
- **Non-compete, non-solicitation and confidentiality agreements**
- **Double trigger change of control**

We regularly evaluate the individual elements of our compensation program in light of market conditions and governance requirements and make changes as appropriate for Emerson's business. The Board strongly endorses the Company's executive compensation program and recommends that the shareholders vote in favor of the following resolution:

> RESOLVED, that the shareholders approve the compensation of the Company's named executive officers as described in this proxy statement under "Executive Compensation" and "Compensation Tables", including the Compensation Discussion and Analysis and the tabular and narrative disclosure contained in this proxy statement.

Because the vote is advisory, it will not be binding upon the Board or the Compensation Committee, and neither the Board nor the Compensation Committee will be required to take any action as a result of the vote. The Compensation Committee will carefully evaluate the outcome of the vote when considering future executive compensation arrangements. After our Annual Meeting on February 3, 2026, we expect that the next say-on-pay vote will occur at our next Annual Meeting to be held on February 2, 2027.

OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE "**FOR**" THIS PROPOSAL.

Executive Compensation

Compensation Discussion and Analysis

This Compensation Discussion and Analysis describes the compensation programs and practices regarding our Named Executive Officers ("NEOs") for the 2025 fiscal year. Our NEOs for fiscal 2025 included our Chief Executive Officer, Chief Financial Officer and the next three most highly compensated officers:

NEO NAME	NEO TITLE
Lal Karsanbhai	President & Chief Executive Officer
Michael J. Baughman	Executive Vice President, Chief Financial Officer and Chief Accounting Officer
Ram R. Krishnan	Executive Vice President and Chief Operating Officer
Michael H. Train	Senior Vice President and Chief Sustainability Officer
Michael Tang	Senior Vice President, Secretary and Chief Legal Officer

2025 Performance

Our goal is to attract and retain talented executives who deliver value to our shareholders through the achievement of the Company's specific business objectives, including consistent growth in earnings per share, cash flow and return on investments. Our executive compensation program and overall pay for performance philosophy align with that goal and drive our results.

Financial Performance and Operational Excellence

During this period of portfolio transformation, the Company remained focused on meeting and exceeding the financial performance that was expected for the year.

2025 Financial Highlights

Net Sales
$18B
Up 3% year-over-year
Underlying sales up 3%

Earnings Per Share
$4.03
Up 43% year-over-year

Adjusted Earnings Per Share
$6.00
Up 9% year-over-year

Operating Cash Flow
$3.7B
Up 11% year-over-year

Free Cash Flow
$3.2B
Up 12% year-over-year

Pretax Earnings Margin
16.3%
Up 480 basis points

Adjusted Segment EBITA Margin
27.6%
Up 160 basis points

The Company returned $2.4 billion to shareholders in the form of $1.2 billion in dividends and $1.2 billion in share repurchases and completed its 69th consecutive year of increased dividends

The Company's financial performance highlighted its strong focus on execution through the application of the Emerson Management System, as it accelerated the Company's transformation into an industry leader that is positioned to deliver the next generation of automation, while navigating geopolitical challenges, regionalization and inflation. The Company delivered 3% net sales and 3% underlying sales growth, earnings per share of $4.03, adjusted earnings per share of $6.00, operating cash flow of $3.7 billion, and free cash flow of $3.2 billion. Please see Appendix C for reconciliations, including

earnings per share to adjusted earnings per share, which includes an adjustment for restructuring, amortization of intangibles expense and other adjustments relating to our recent portfolio transformation.

There are six central elements of the Emerson Management System. The first element is *Innovation*, which involves developing key technologies to unlock more organic growth and value creation. This is coupled with *Commercial Excellence*, building on our ability to address customer needs, leverage our installed base and drive enhanced customer intimacy and impact. The third element is *Operational Execution*, which maintains a strong focus on operational and supply chain excellence. The fourth element is a *Mergers and Acquisitions* process that creates value through disciplined portfolio management and integration activities.

While these four elements form a strong nucleus of capabilities, we believe there are two additional elements that are essential to a complete system approach. Our *Management Process,* which includes the cadence of how and when we interact through meetings and business updates enhances efficiency and agility in decision making. The final element is driving a modern *Culture* and empowering our teams to achieve results. In fiscal 2025, the Company continued to refine the Emerson Management System, while successfully bringing new acquisitions into the System.

As the portfolio transformed, the Company also continued to reinvigorate its organic growth engine through innovation and commercial excellence programs. These programs focused on making it easier for customers to do business with us, reducing unrewarded complexity and costs in our work by centralizing and leveraging common processes, and enhancing our digital strategy to automate processes and provide timely and insightful data. This transformation is enabling us to take an enterprise-wide approach to our functional transformation that drives improvement in deliverables, project leadership, change management and expected value. The success of these programs is reflected in the Company's fiscal 2025 financial and operational performance and our focus on growth verticals such as power, liquefied natural gas, life sciences, semiconductors and aerospace & defense.

Portfolio Transformation

In 2025, the Company accelerated its automation focused transformation. The Company's transformed portfolio positions the Company for higher growth, more resilience, differentiation through its software defined-technology stack combined with hardware-advantaged solutions and robust financial and operational performance. Through this more focused technology portfolio, the Company is targeting organic growth (+4-7%) through the cycle and further expansion of the Company's Adjusted EBITDA multiple while also expanding its served market and further end-market diversification.

The following are specific milestones achieved in the Company's multi-year positioning as a global automation leader:

- Completed the acquisition of the remaining 43% of Aspen Technologies
- Accelerated the integration of National Instruments Corporation (NI), a leader in software-connected automated test and measurement systems that enable enterprises to bring products to markets faster and at a lower cost
- Accelerated the integration of Aspen Technologies
- Completed its review of strategic alternatives for Safety and Productivity business segment
- Completed the sale of its 40% minority stake in its Climate Technologies business for $1.5 billion and the sale of the Company's Copeland note receivable for $1.9 billion
- Completed the sale of the InSinkErator business

The purpose of these actions is to create a cohesive automation portfolio that aligns with secular growth drivers, including: digital transformation, demand for energy security, power & electrification, nearshoring and strategic autonomy.

Given the significant changes to Emerson's business, the Compensation Committee has continued to update our compensation programs to better align them with our evolving business plans, our industrial technology peer group and changing market practices. This included adopting a formulaic annual cash incentive program beginning in 2023 and including time-based restricted stock units in our long-term stock compensation program in fiscal 2024.

Prioritizing People and Modernizing Our Culture

Strengthening the foundation of our culture by continuing our focus on our people positions us to drive long-term value creation. The Company is committed to enabling a culture where every individual feels valued, trusted and empowered.

Emerson continues to leverage its Your Voice Counts continuous listening strategy through which 91% of our employees participated in the company-wide annual employee engagement survey, reporting 79% favorable engagement. In response to the feedback from the survey, management launched a comprehensive training strategy designed to equip and empower 6,300 people leaders with the data insights and capabilities needed to foster enhanced engagement at a local level.

In June 2025, the Company published its most recent Sustainability Report, which contains additional information about the Company's culture.

Key Compensation Decisions

- Awarded annual cash incentives for fiscal 2025 to all NEOs utilizing a formulaic approach under Emerson's Annual Cash Incentive Plan based on adjusted EPS and operating cash flow.
- Awarded long-term equity awards to all NEOs, with performance shares subject to the achievement of financial targets set at the award date for the three-year performance period ending September 30, 2026.
- As previously disclosed, in fiscal year 2024, instituted changes to our long-term equity awards to further incentivize consistent and sustainable long-term results and to retain and compete for talent in alignment with our reshaping of Emerson as an industrial technology leader, our evolving peer group and market practices. These changes included the following:
  - Time-based restricted stock units which vest ratably over three years. Award mix is 55% performance shares and 45% restricted stock units.
  - Performance shares subject to a three-year performance period with same performance metrics of adjusted EPS (remains weighted at 60%) and cumulative free cash flow (remains weighted at 40%), with performance measured each year and weighted 40% in year one and 30% each in the next two years. Targets for all three years continue to be set on grant and are not reset each year.
  - Performance shares utilize threshold, target and maximum payouts, with payouts ranging from 0% to 200% of target.
  - Performance shares retain the rTSR modifier over the three-year performance period.

Executive Compensation Philosophy and Framework

Pay for Performance Fundamental Principles

Our executive compensation program is based on a consistent set of key principles that directs compensation decisions and communicates to participants the Company's critical business strategies and performance objectives. These principles guide the performance objectives that drive strong results to maximize shareholder value, make Emerson a good global citizen, enhance critical capabilities for us and our customers and encourage career-long commitments to the Company.

These fundamental compensation principles include:

- Maximizing shareholder value by allocating a significant percentage of compensation to performance-based pay that is dependent on achievement of the Company's performance goals, without encouraging excessive or unnecessary risk taking
- Aligning executive and shareholder interests by providing long-term stock-based incentives as a significant portion of total compensation
- Attracting and retaining talented executives by providing competitive compensation and career-growth opportunities
- Rewarding overall results while recognizing individual contributions

Shareholder Engagement and Compensation Program Benchmarking

We engage with and value the feedback of our shareholders on the components of our executive compensation program. We also regularly engage with our independent compensation consultant and other industry groups to work to ensure that we are continually reviewing and evolving our compensation programs with competitive market standards. We share feedback received on our compensation programs and market practices with our Compensation Committee. Our Compensation Committee carefully considers the long-term interests of the Company and our shareholders when making decisions regarding our compensation programs. Emerson's shareholders again expressed strong support for our executive compensation program at our 2025 Annual Meeting, with a vote of over 89.6% in support.

Role of Our Compensation Committee

Our Compensation Committee acts on behalf of our Board to establish our compensation philosophy and oversee our executive compensation program. The current members of our Compensation Committee are Gloria A. Flach (Chair), Joshua B. Bolten, Martin S. Craighead and James M. McKelvey. Pursuant to its Charter, which can be found on our website at www.Emerson.com, our Committee is responsible for:

Compensation Responsibilities	Organizational/Talent Responsibilities
• Reviewing and approving compensation of our CEO, NEOs and other executive officers • Reviewing and approving all compensation plans and aggregated payouts • Reviewing CEO compensation with non-management members of the Board • Monitoring results of human capital management policies and practices • Designating comparator group companies to determine competitive market pay ranges • Establishing performance objectives and benchmarks for performance-based incentive programs • Monitoring NEO stock ownership • Approving all executive benefit plans	• Evaluating CEO's performance • Reviewing and discussing performance and leadership potential of NEOs and other executive officers with the CEO • Working with the CEO on succession planning for executive management and our next generation of leaders

Our Compensation Best Practices

What We Do	What We Don't Do
At-Risk Pay: At-risk compensation increases as responsibilities increase	**No Golden Parachutes:** No executive employment or individual change of control agreements or "golden parachutes"
Talent Management: Robust compensation and performance review and planning process	**No Stock Hedging or Pledging:** No hedging or pledging of Company securities
Risk Analysis: Compensation Committee annual assessment of compensation risks	**No Executive Loans:** No loans to executives or purchases of Company securities on margin
Focus on Retention: Primarily utilize restricted stock and restricted stock unit (RSU) awards for critical retention and succession planning purposes	**No Repricing of Options:** No repricing or buyout of underwater stock options
Executive Officer Severance Policy: No severance in excess of 2.99 times current NEO cash compensation without shareholder approval	**No Guaranteed Bonuses:** Cash bonuses are not guaranteed for NEOs
Non-competes and Non-solicits: All awards subject to non-competition and non-solicitation obligations	**No Tax Gross-Ups:** No tax gross-ups for NEOs (except for relocation policy applicable to all employees)
Clawbacks: Maintain clawback rights on annual cash incentives and equity awards	**No Single-Trigger COC**: Incentive plans require "double trigger" change of control
Stock Ownership: NEOs' actual ownership greatly exceeds stock ownership guidelines	**No Excessive Perks:** All executive perquisites are reviewed annually and align with our strategic goals
Stock Trading Policy: Executives must obtain written permission from Chief Financial Officer and Chief Legal Officer before trading in Emerson stock	**Performance Share Targets Are Not Set Annually:** Targets are set once at grant and are not reset each year during the three-year performance period.
Committee Consultant: Compensation Committee retains independent compensation consultant	

Policies Supporting Our Fundamental Principles

To support our pay-for-performance philosophy and underlying fundamental principles of our compensation programs, we have implemented certain policies regarding NEO ownership of, and actions in connection with, stock and other incentive compensation. In addition to our compensation programs, we believe that appropriate stock ownership guidelines and our stock trading, insider trading, clawback and pledging, and anti-hedging policies further align the interests of our executives with shareholders by encouraging long-term superior performance without encouraging excessive or unnecessary risk taking.

<table>
<tr><th colspan="2">Fundamental Policies</th></tr>
<tr><td>Stock ownership</td><td>Requires NEOs to hold Emerson stock equal to at least a specified multiple of base salary. NEOs generally have five years to comply. Emerson NEOs have substantially exceeded the guidelines. Our stock ownership guidelines are as follows:
<table>
<tr><th>Position</th><th>Req. Multiple(1)</th><th>Actual(2)</th></tr>
<tr><td>CEO</td><td>6X</td><td>31X</td></tr>
<tr><td>CFO</td><td>4X</td><td>15X</td></tr>
<tr><td>Other NEOs</td><td>3X</td><td>5X to 39X</td></tr>
</table></td></tr>
<tr><td>Stock trading</td><td>Requires written permission from Chief Financial Officer and Chief Legal Officer before trading in Emerson stock.</td></tr>
<tr><td>Clawback</td><td>Our clawback policy has been amended and restated to conform to NYSE and SEC rules. The policy generally provides that in the event of certain accounting restatements, the Compensation Committee shall take prompt action to recover erroneously awarded incentive compensation from executive officers in connection with the three prior fiscal years. The policy provides the Committee with broad discretion regarding the means of recovery. Previously, our clawback policy provided for recovery if the Board determined that the executive officer engaged in intentional misconduct leading to a material restatement. Our 2015 Incentive Shares Plan includes additional clawback provisions. Beginning in 2019, the Company expanded clawback rights for all incentive compensation awards and payments to provide for potential forfeiture or clawback in connection with violations of the Company’s ethics and compliance programs and policies, including its Code of Conduct to the extent allowed by law.</td></tr>
<tr><td>Hedging</td><td>Our hedging policy prohibits officers (including executive officers) and Directors from engaging in transactions to hedge or offset value declines in the value of our stock such as short selling, put or call options, forward sale or purchase contracts, equity swaps and exchange funds.</td></tr>
<tr><td>Pledging</td><td>Prohibits pledging of Company shares as collateral for a loan by Directors or elected officers.</td></tr>
<tr><td>Insider Trading</td><td>We have adopted an Insider Trading Policy governing the purchase, sale, and/or other dispositions of our securities by directors, officers and employees, which is reasonably designed to promote compliance with insider trading laws, rules and regulations, and applicable NYSE listing standards.</td></tr>
</table>

(1) Includes share equivalents and shares in retirement accounts and restricted stock.

(2) Actual multiple is approximate and based on beneficial ownership, excluding options (see page71), and share price of $131.28 as of September 30, 2025.

Compensation of our Named Executive Officers

Setting Annual Total Compensation

In general, the Compensation Committee targets annual total compensation (cash and annual long-term stock compensation) for our NEOs in the median market range of our compensation comparator group. In some cases where an executive is critical to the development and execution of our strategy, we target compensation at a level above the median market range. To determine the median market range, the Committee uses a competitive pay analysis of total compensation for the proxy reported officer positions at the compensation comparator group companies prepared by Exequity, its independent compensation consultant. The competitive pay analysis is not used to establish performance goals in the Company’s compensation programs. The Committee does monitor the relative internal compensation relationships between the CEO and the other NEOs, however, no specific difference is targeted.

For the 2025 annual cash incentive, the Committee used a formulaic annual cash incentive structure based on financial results. For 2025, the Committee utilized the following financial metrics: adjusted EPS (70%), operating cash flow (30%).

The Committee meets in executive session to review and set the CEO’s compensation. For 2025, the Committee considered a number of factors in making its decision, including: market data, compensation elements, Company performance, tenure and experience, retention and the CEO’s individual performance, leadership, contributions to the Company and impact on

results. The Committee also discusses the CEO's compensation annually with non-management Directors in executive session of the Board.

For the NEOs and other key executives, our CEO reviews with the Committee the individual performance and leadership potential of these key executives, along with the Company's financial results, and makes individual pay recommendations to the Committee. The CEO's recommendations are informed by our robust annual organizational review, compensation planning and performance review processes.

Competitive Market Information

How We Determine Our Compensation Comparator Group

The Compensation Committee annually reviews and approves the compensation comparator group that it uses to conduct market analysis and determine competitive pay ranges for our NEOs. The Committee reviewed a special study and screening prepared by Exequity and selected compensation comparator companies for fiscal 2025. In light of Emerson's recent portfolio changes, an in-depth review of the comparator criteria and group was conducted. For 2025, the review focused primarily on companies meeting the following criteria (which are not assigned any specific weight):

- The same or similar lines of business to Emerson, including the impact of Emerson's recent portfolio changes
- Revenues of between 1/3 to 3X Emerson's revenue
- Market capitalizations between 1/3 to 3X Emerson's market capitalization
- Similarities in business profile and size to Emerson, including consideration of automation, systems and software, innovation, and a global presence
- Identified by management as competitors

2025 Compensation Comparator Group Companies

As a result of this review, for 2025, the Company used the 18 company compensation comparator group listed below:

2025 Comparator Group			
3M	DuPont	Illinois Tool Works	Rockwell Automation
Agilent Technologies	Eaton	Johnson Controls	Roper Technologies
Carrier	Fortive	Keysight Technologies	TE Connectivity
Cummins	General Dynamics	Northrop Grumman	
Danaher	Honeywell	Parker-Hannifin	

Emerson vs. Compensation Comparator Group

	Market Cap ($M) (9/30/2025)	TTM Sales ($M)	TTM Pretax Earnings ($M)	Total Assets ($M)	Employees (#)
Emerson	**$73,828**	**$18,016**	**$2,934**	**$41,964**	**71,000**
3M	$82,435	$24,575	$5,027	$33,868	61,500
Agilent Technologies	$36,387	$6,510	$1,759	$11,931	17,900
Carrier	$50,806	$22,486	$3,099	$37,403	48,000
Cummins	$58,197	$34,102	$4,425	$31,540	69,600
Danaher	$141,964	$23,875	$6,680	$77,542	63,000
DuPont	$32,618	$12,386	$2,254	$36,636	24,000
Eaton	$145,359	$24,878	$4,566	$38,381	94,000
Fortive	$16,575	$6,232	$970	$17,016	18,000
General Dynamics	$92,111	$47,716	$4,540	$55,880	117,000
Honeywell	$133,644	$38,496	$8,103	$75,196	102,000
Illinois Tool Works	$75,646	$15,898	$4,422	$15,067	44,000
Johnson Controls	$71,950	$23,596	$2,803	$37,939	94,000
Keysight Technologies	$30,061	$4,979	$1,276	$9,269	15,500
Northrop Grumman	$87,244	$41,033	$5,016	$49,359	97,000
Parker-Hannifin	$95,939	$19,850	$4,470	$29,494	57,950
Rockwell Automation	$39,299	$8,342	$1,294	$11,219	27,000
Roper Technologies	$53,666	$7,039	$1,967	$31,335	18,200
TE Connectivity	$64,867	$17,262	$3,577	$25,081	85,000
Compensation Peer Median	**$64,867**	**$19,850**	**$3,577**	**$31,540**	**57,950**
Emerson Percentile Rank	59%	47%	47%	82%	65%

Results as of 9/30/25
Source: FactSet

Compensation of Our Named Executive Officers

CEO Performance. In determining the appropriate level of total target compensation for Mr. Karsanbhai, the Committee evaluated the Company's strong and consistent financial performance in fiscal 2025 (summarized on page 27) and his focus and actions on the Company's strategy as driven by portfolio transformation, cultural evolution, and strong operational execution.

Mr. Karsanbhai's annual total target compensation (cash and annual long-term stock compensation) is in the market range of our compensation comparator group. The Committee noted that Mr. Karsanbhai has successfully led the Company through strategic transformation and highlighted the following significant accomplishments.

2025 CEO Accomplishments

- Successfully led the acquisition and integration of AspenTech into Emerson, delivering above target synergies ahead of schedule and completing a critical milestone in reshaping the company's portfolio.
- Continue to deliver excellent financial performance, closing the fiscal year with underlying sales up 3%, adjusted segment EBITA margin expanded by 160 basis point, a 12% increase in free cash flow, and adjusted EPS growth of 9% to $6.00 per share.
- Total shareholder returns rose 25%, outperforming the S&P 500 (17%) and XLI (14%).
- Maintained the company's longstanding presence in St. Louis by establishing a new global headquarters, optimizing the physical footprint while creating a modern, collaborative workspace designed to inspire innovation and enhance employee engagement.
- Sustained engagement levels through the "Your Voice Counts" digital tool, providing leaders with actionable insights to better understand and address team needs.
- Drove significant productivity improvements through G&A transformation projects, exceeding 2025 savings targets by 40%.
- Continued Emerson's longstanding commitment to creating shareholder value inclusive of the Company's 69th consecutive year of increased dividends.

Other Named Executive Officer Performance. In setting compensation for the other NEOs, the Committee considered the Company's portfolio transformation, strong fiscal 2025 financial performance, the mitigation of supply risks, labor shortages and other geopolitical challenges, the disciplined management of the Company's business, and the continued focus on safety and wellbeing of our employees, as well as our CEO's evaluation of each NEO's individual performance, leadership and accomplishments.

OTHER NEO 2025 Accomplishments	
M. J. Baughman	Managed and led the Company's financial operations, maintaining strong financial controls and transparency of the Company's financial reporting.
	Working with the CEO, maintained capital allocation discipline through the portfolio transformation.
	Successful financing of $7.2 billion AspenTech buy-in while maintaining company credit ratings.
	Effectively managed global financial strategy and capital structure, and led meaningful improvements in the Company's management of foreign currency exposures.
	Continued initiatives to standardize and automate finance processes to reduce costs and improve quality and productivity, including the integration of AspenTech finance operations.
	Promoted inclusion through executive sponsorship of the Veterans Employee Resource Group.
R. R. Krishnan	Drove the execution of operational plans via the Emerson Management Process to deliver top-quartile performance.
	Managed strategic global supply chain activities to ensure continued supply, production, and delivery for customers reinforcing our commitment to our core value of Customer Focus.
	Continued transformation of indirect materials management across the enterprise, leveraging spend and resources to realize cost containment and productivity. Additionally, achieved incremental average indirect payment terms to drive improvements in trade working capital as a cash flow lever.
	Drove increased adoption of automation with Emerson's factories and supply chains to unlock capacity, drive efficiency and enhance Safety & Quality.
	Further unified the enterprise-wide IT function, expanded Emerson's cloud utilization strategy, advanced cyber security capabilities, and achieved best-in-class cost reduction and critical system operational performance, while supporting information systems requirements of portfolio actions.
	Enhanced Emerson's world-class mergers and acquisitions capability, inclusive of successful execution on the long-term integration activities for the National Instruments (Test & Measurement) business, including full integration of all corporate functions into Emerson, ahead of plan to exceed $200M+ in run-rate synergies.
	Continued acceleration of the maturity of Emerson Ventures by delivering strong engagement across 15 portfolio companies, identified and executed two new investments along with multiple follow-on investments in 2025, and conducted a timely assessment of overall portfolio performance with Emerson leadership.

M. H. Train	Collaboratively advanced Emerson's environmental sustainability programs and goal progress including Scope 1 & 2 emissions reductions, Scope 3 emissions initiatives related to new product development and supply chain engagement, introduction of a new water reduction goal, increased renewable electricity coverage, and achievement of CDP 'A" and EcoVadis 'Gold' ratings.
	Drove realignment of Emerson's Product Environmental Compliance processes in the face of significantly increasing compliance regulations and reporting around the world touching materials, packaging, restricted substances, carbon border adjustment mechanisms, and extended producer responsibility schemes.
	Led the enhancement of Emerson's health and safety program elements working closely with the Emerson Safety Council including expanded focus on inherent risk identification and reduction, expanded safety learning and recognition activities, strong safety culture reflection in the employee Your Voice Counts survey, and planning for new health and safety management platform.
	Participation in numerous innovation and policy dialogues with customers, suppliers, government representatives, and research institutions.
M. Tang	Led team in closing AspenTech acquisition.
	Collaborated with multiple departments in Emerson to react to and mitigate the impact of the U.S. tariffs on Company operations.
	Implemented transformational projects, stricter financial controls and discipline over department spend to align department spend with Company target.
	Promoted a positive team culture through multiple initiatives, including multiple volunteer and pro bono engagements.

Elements of Our Fiscal 2025 Compensation Program

Compensation Mix

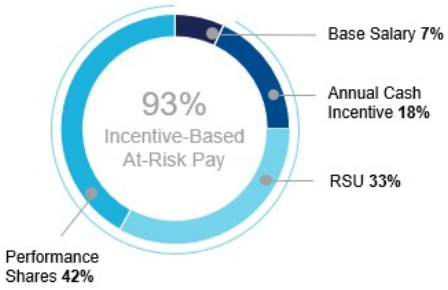
In determining the total compensation of each of our NEOs, the Compensation Committee balances the compensation mix considering the executive's level of responsibilities, leadership and career potential, individual performance and service with the Company, with the objective of achieving a high and sustainable level of Company and individual performance. At-risk compensation (annual cash incentive, performance shares and time-based restricted stock units) increases as responsibilities increase and makes up the majority of the total compensation mix for our NEOs. In general, the Compensation Committee targets annual total compensation (cash and annual long-term stock compensation) for our NEOs in the median market range of our compensation comparator group.

Annual Cash Compensation	
Base Salary	Reflects specific job responsibilities and individual experience and performance, targeted in the median market range
Annual Cash Incentive	Rewards achievement of the Company's annual financial metrics as determined by the Compensation Committee
Long-Term Stock-Based Compensation	
Performance Shares	Supports achievement of long-term strategic operating goals, such as consistent and sustained earnings per share and cash flow, in order to deliver shareholder value • The primary long-term compensation element comprising 55% of the long-term incentive • Earned based on performance against pre-established targets over three-years, with vesting occurring at the end of the three-year performance period - targets are set once at grant and are not reset each year during the three-year performance • Aligns executive pay with shareholder interests
Restricted Stock Units (RSUs)	Supports critical retention and incentivizes long-term shareholder value creation • Comprises 45% of the long-term incentive • Based on continued service, with vesting over 3 years, subject to continued employment on the vesting date • Value is based on total shareholder return

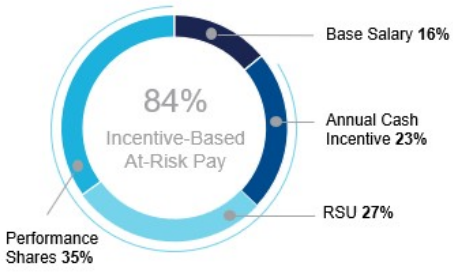
Fiscal 2025 Annual Total Compensation Mix

We believe that our practice of setting a majority of our NEOs' compensation as "at-risk" pay underscores our commitment to our fundamental pay-for-performance principles. By tying a significant percentage of NEO annual total compensation (cash, performance shares) to performance-based pay that is dependent on achievement of the Company's performance goals as well as the consistent attainment of strong individual performance, we incentivize alignment with shareholders. In addition to our performance shares, we consider RSUs to be "at risk" and performance-based because the value delivered is directly dependent on our stock price performance. In 2025, 93% of our CEO's annual pay and an average of 84% of the other NEOs' annual pay was comprised of "at-risk" compensation consisting of a formulaic annual cash incentive structure, performance shares and RSUs (calculated on base salary paid as shown in Summary Compensation Table; amounts do not include other forms of compensation shown in the Summary Compensation Table or special restricted stock grants).

CEO 2025 Annual Total Direct Compensation



Other NEO Average 2025 Annual Total Direct Compensation



Annual Cash Compensation

The Committee targets total annual cash compensation in the median market range of total cash compensation, while placing more emphasis on performance-based annual cash incentive than on base salary. Base salary is a guaranteed component of our NEOs annual total compensation and generally represents 10-20% of annual total compensation. Annual cash incentive generally represents 15-25% of annual total compensation.

Base Salary. The Compensation Committee generally determines NEO base salaries effective as of October 1 of each year. 2025 base salary increases were based on the Committee's review of the Company's 2025 performance, individual performance, the inflationary environment, and potential and competitive market compensation. The Committee also considered market survey data that predicted merit increase, without promotions, for comparable executive positions.

NEO Name	FY 2024	FY 2025	% Change
S. L. Karsanbhai	$1,475,000	$1,537,500	4%
M. J. Baughman	$840,000	$873,333	4%
R. R. Krishnan	$900,000	$962,500	7%
M. H. Train	$770,000	$820,000	6%
M. Tang(1)	$525,671	$725,000	38%

(1) Mr. Tang was not an NEO for the full fiscal 2024 and commenced employment with the Company as its Senior Vice President, Secretary and Chief Legal Counsel, effective as of January 1, 2024. Mr. Tang's base salary for fiscal 2024 reflects this partial year of employment.

As shown above, for 2025, base salary (the only guaranteed portion of NEO cash compensation) comprised only 7% of our CEO's and an average of 16% of our other NEOs' annual total compensation.

Annual Cash Incentive. In determining 2025 annual cash incentives, the Committee continued using a formulaic structure with pay dependent on the Company's progress toward objective pay criteria utilizing certain financial metrics, consisting of adjusted EPS (weighted at 70%) and operating cash flow (weighted at 30%). The Committee determined not to utilize a proposed subjective individual performance modifier for the Annual Cash Incentive. The Committee worked with executive management and its independent executive compensation consultant to review and establish financial and operational performance metrics that are consistent with our strategic objectives and in line with market practices.

Financial Metrics

The following tables reflect our 2025 adjusted EPS and operating cash flow targets and the corresponding potential payouts.

Adjusted EPS	Potential Payout as a % of Target Opportunity
Threshold – $5.05	25%
Target – $5.85	70%
Maximum – $6.35	140%

Operating Cash Flow	Potential Payout as a % of Target Opportunity
Threshold – $3.2B	9%
Target – $3.6B	30%
Maximum – $4.0B	60%

The Committee believes that the use of adjusted EPS provides a holistic measure of the Company's ability to create value for our shareholders while the use of operating cash flow emphasizes the importance of our ability to generate cash which the Committee feels is an indicator of the quality of our earnings, asset management and investment performance.

2025 Earned Annual Cash Incentive

The targets and weightings were calculated as described above. The Committee determined that actual 2025 adjusted EPS was $6.00 and that the 2025 operating cash flow was $3.852 billion, collectively resulting in a payout of 141.5%. In determining the results, the Committee determined that it was appropriate to adjust for certain discrete items, including adjustments primarily related to amortization of intangibles, restructuring and related costs, and acquisition and divestiture fees and related costs, and cash outflows relating to the AspenTech transaction.

NEO Name	Earned Annual Cash Incentive FY 2024	FY 2025 Target Annual Cash Incentive Opportunity	FY 2025 Annual Cash Incentive Earned - % Target Opportunity	FY 2025 Annual Cash Incentive Earned $	Earned Annual Cash Incentive % Change 2024-2025
S. L. Karsanbhai	$3,973,595	$2,635,000	141.5%	$3,728,525	(6%)
M. J. Baughman	$1,331,400	$900,000	141.5%	$1,273,500	(4%)
R. R. Krishnan	$1,743,500	$1,200,000	141.5%	$1,698,000	(3%)
M. H. Train	$1,188,750	$790,000	141.5%	$1,117,850	(6%)
M. Tang(1)	$713,250	$630,000	141.5%	$891,450	25%

(1) Mr. Tang was not an NEO for the full fiscal 2024 and commenced employment with the Company as its Senior Vice President, Secretary and Chief Legal Counsel, effective as of January 1, 2024. Mr. Tang's annual cash incentive opportunity for fiscal 2024 was a pro-rated amount. Amount shown for 2024 Earned Annual Cash Incentive Earned does not include $200,000 sign on bonus paid in fiscal 2024.

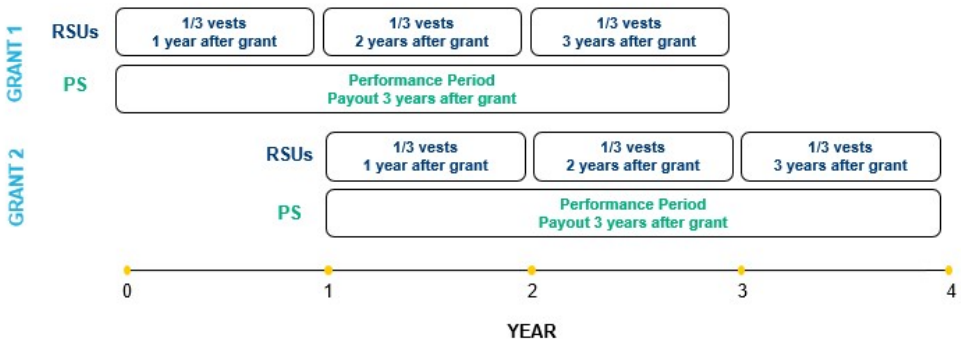
As shown above, for 2025, the annual cash incentive comprised only 18% of our CEO's and an average of 23% for our other NEOs' annual total compensation.

Annual Long-Term Stock Compensation

Executives are awarded long-term incentives for the purpose of aligning executives with long-term shareholder value creation and to incentivize retention. Beginning in fiscal 2024, 55% of the annual long-term stock compensation awards were granted in the form of performance shares and 45% of the awards were in the form of time-based restricted stock units.

Annual Long-Term Incentive Grants

RSUs and Performance Shares (PS) overlap, year after year.



The Committee generally targets a total annual compensation for our NEOs in which performance-based stock compensation is the largest component of our NEOs annual total compensation. We value our long-term stock compensation awards based on the grant date fair value computed in accordance with FASB ASC Topic 718; however, an executive may realize more or less than his or her targeted long-term compensation depending on Company and stock performance over the performance period.

Performance Shares. Performance shares awards are the primary long-term compensation element and have been the cornerstone of our pay-for-performance philosophy. When determining the amount of an NEO's annual award, the Committee may increase or decrease the amount based on individual performance. The Committee generally targets the median market range for each NEO's total annual compensation. We believe that performance shares align the interests of our executives and shareholders and support the achievement of long-term strategic operating goals such as sustained growth in earnings and cash flow.

Each annual Performance Shares Program has a three-year performance period with pre-defined operating performance targets set by the Committee at the beginning of the period from the various measures set forth in the Company's Incentive Shares Plans. Beginning with the 2024 Performance Program, the Committee set annual performance targets to be measured annually for each of the three years of the Performance Shares Program. The sum of the weighted annual target results will determine the overall level of achievement for the three-year performance period. Year one of the performance period is weighted at 40%, with years two and three each being weighted 30%. Targets are set once at grant and are not reset each year during the three-year performance period. Each annual performance target is scored against the applicable annual target set at the beginning of the three-year performance period, but vesting does not occur until the end of the three- year performance period. Also, commencing with the 2024 Performance Shares Program, the Committee set a threshold target to achieve for a minimum payment (50%) and a maximum target to achieve a maximum (200%) payment under the program.

An award of performance shares under the program represents the right to receive shares of our common stock to the extent the identified performance objectives are met. Dividend equivalents may be paid in cash, but only on earned awards at the end of the performance period. Awards include confidentiality, non-competition and non-solicitation obligations and expanded clawback rights and are subject to a double-trigger change of control provision.

At the end of a performance period, the Committee reviews the Company's financial results against the operating performance targets and certifies the level of achievement for payout of the awards. Performance Shares Programs are subject to a defined set of acceptable adjustments, with no negative discretion under the programs, to facilitate fixed accounting treatment.

The Committee sets specific operating growth targets that are based on our three-year operating plan and are intended to be difficult but attainable and incentivize the achievement of that plan. Operating growth targets were set using defined growth rates of Adjusted EPS (weighted 60%) and cumulative free cash flow (weighted 40%). Categories of acceptable adjustments are predefined, to remove any negative discretion.

We also include a relative total shareholder return modifier benchmark ("rTSR") to measure our total shareholder return performance relative to the S&P 500 Capital Goods Index group of companies (the "CGI Group"). After the payout percentage is determined by reviewing our financial performance for the performance period against the operating metrics,

we will then measure our three-year total shareholder return relative to the CGI Group performance for the same period. If our total shareholder return is at or above the 80th percentile of the CGI Group, the payout percentage from operating results will be increased by 20 percentage points. If our total shareholder return is at or below the 20th percentile of the CGI Group, the payout percentage will be decreased by 20 percentage points. No adjustment to the payout percentage will be made for relative performance between the 20th and 80th percentile of the CGI Group.

Performance Shares Awards Considerations

In making an individual annual award, the Committee considers the NEO's: (1) ability to make a significant contribution to the Company's financial results, (2) level of responsibility, (3) individual performance, and (4) leadership potential. The annual performance shares award generally represents a large portion of the NEO's total compensation, depending on the NEO's role and responsibilities.

Determining Performance Metrics

Each year, the Compensation Committee works with executive management and its independent executive compensation consultant to review and establish financial and operational performance metrics that are consistent with our long-term strategic objectives and in line with market practices. At the grant date, the Committee sets annual performance targets for each year of the three-year performance period that will challenge our business leaders to drive operating results that generate shareholder returns. At the end of the performance period, our NEOs earned awards are based on the level of achievement against these targets.

The Committee utilizes adjusted earnings per share and cumulative free cash flow (operating cash flow less capital expenditures) as the metrics most appropriate to drive growth and to align with the supplemental reporting of results to our shareholders. The Company uses adjusted EPS to facilitate period-to-period comparisons and provide additional insight into the underlying, ongoing operating performance of the Company.

Adjusted Earnings Per Share

EPS provides a holistic measure of the Company's ability to create value for our shareholders. It emphasizes our operational performance measured through earnings growth, demonstrates the effectiveness of our capital allocation strategy through share repurchases and reflects tax efficient strategies. Adjusted EPS excludes amortization of intangibles, acquisition and divestiture activity, the amortization of acquisition-related inventory step-up, restructuring and related costs, and other discrete tax items. Adjusted EPS aligns with the supplemental reporting of results to our shareholders.

Free Cash Flow

Cash generation is a true indicator of our earnings, asset management and investment performance. Operating earnings are the largest contributor to free cash flow and are the result of leverage on incremental sales, specific cost reduction and productivity initiatives, and price increases to offset inflation. Improvements in inventory management, days sales outstanding and days payable contribute to working capital reductions which also contribute to free cash flow. Investments in organic growth and acquisitions add to free cash flow. The return on these investments generate returns for our shareholders.

Calculating Results Against Our Performance Metrics

The Committee will review our financial results against the performance targets set at the beginning of the three-year performance period. Prior to fiscal 2024, a single performance target was set for the three-year period. Beginning with the 2024 Program, annual performance targets are set at the beginning of the three-year period. Targets are set once at grant and are not reset each year during the three-year performance period. Subject to the predefined categories of acceptable adjustments, the Committee will consider whether there are any adjustments that should be made to account for unusual, non-recurring or extraordinary items or other specified items. The Committee will then review the level of achievement against the targets for payout of the awards at the end of the three-year performance period.

Summary of 2025 – 2027 Performance Program Calculation of Metrics

Each Adjusted EPS and Free Cash Flow annual target is determined by the Committee at the beginning of the three-year performance period. Targets are set once at grant and are not reset each year during the three-year performance period.

Adjusted Earnings Per Share Performance

Fiscal 2025, 2026 and 2027 Adjusted EPS will be measured against the applicable target for that year and weighted as 60% of the calculated payout, which will occur when shares vest at the end of the three-year period. The adjusted EPS targets were determined by the operating plan presented to the Board.

Free Cash Flow

Fiscal 2025, 2026 and 2027 cumulative free cash flow will be measured against the applicable target for that year and weighted as 40% of the calculated payout, which will occur when shares vest at the end of the three-year period. The free cash flow target is determined by the operating plan presented to the Board.

Maximum/Threshold Payouts and rTSR Modifier

Annual Adjusted EPS and Free Cash Flow goals are set at threshold, target and maximum levels to provide for payouts in performance shares awards that vary from if performance results are greater than target (up to a maximum 200% payout) or lower than target (down to a 50% payout for threshold performance). If the threshold goals are not met, then the awards will pay out at zero. Linear interpolation will be applied to performance that falls between the maximum and threshold goals. The payouts are subject to a rTSR modifier for the entirety of the three-year performance period. If our total shareholder return is at or above the 80th percentile of the CGI Group, the payout percentage from operating results will be increased by 20 percentage points. If our total shareholder return is at or below the 20th percentile of the CGI Group, the payout percentage will be decreased by 20 percentage points. No adjustment to the payout percentage will be made for relative performance between the 20th and 80th percentile of the CGI Group. Total payout is capped at 200%.

2025 – 2027 Performance Shares Program Awards. In 2025, 55% of our NEOs' annual long-term stock compensation was comprised of performance shares awards. The following individual performance shares awards were made to the NEOs:

NEO Name	FY 2025 – 2027 Performance Shares Awarded ($ Value) (1)	FY 2025 – 2027 Performance Shares Awarded (# Shares)
S. L. Karsanbhai	$8,666,599	75,094
M. J. Baughman	$1,860,409	16,120
R. R. Krishnan	$3,466,570	30,037
M. H. Train	$1,155,485	10,012
M. Tang	$1,097,665	9,511

(1) Each amount constitutes the aggregate grant date fair value calculated in accordance with FASB ASC Topic 718.

2024 – 2026 and 2025 - 2027 Performance Shares Program Performance Through the End of Fiscal Year 2025 As noted above, beginning with the 2024 Performance Shares Program, the Committee set annual performance targets measured annually for each of the three years of the Performance Program. The sum of the weighted annual target results will determine the overall level of achievement for the three-year performance period. Year one of the performance period is weighted at 40%, with years two and three each being weighted 30%. Each annual performance target is scored against the applicable annual target set at the beginning of the three-year performance period, but vesting does not occur until the end of the three-year performance period.

For fiscal 2025, performance shares represented 42% of our CEO's annual total compensation and an average of 35% for our other NEOs.

Status of Performance Share Awards

	2024	2025	2026	2027
2024-2026 Performance Shares Weighting	Year 1 (40%)	Year 2 (30%)	Year 3 (30%)	
2025-2027 Performance Shares Weighting		Year 1 (40%)	Year 2 (30%)	Year 3 (30%)

2024 – 2026 Performance Shares Program Performance

		Performance Levels for: 2024(1)	2025(2)	2026(3)	Payout level (% of target)	Performance year and weighting	Actual results	Resulting percent of target performance shares(4)
Adjusted Earnings per Share (Weighted 60%)	Threshold	$4.16	$4.32		30.0%	Year 1 - 40%	$5.49	30.7%
	Target	$5.20	$5.40		60.0%	Year 2 - 30%	$6.00	28.0%
	Maximum	$6.24	$6.48		120.0%	Year 3 - 30%		
Free Cash Flow Growth (Weighted 40%)	Threshold	$2,295	$2,475		20.0%	Year 1 - 40%	$2,898	32.0%
	Target	$2,550	$2,750		40.0%	Year 2 - 30%	$3,421	24.0%
	Maximum	$2,805	$3,025		80.0%	Year 3 - 30%		
							Total	**114.7%**

(1) At the end of fiscal 2024, actual adjusted EPS for fiscal 2024 of $5.49 was 106% of the first-year target for the 2024-2026 program and free cash flow of $2.898 billion was 114% of the first-year target for the 2024-2026 program This resulted in a preliminary earned amount of 62.7% for the first year of the 2024-2026 program. This amount is based on adjusted EPS earned at 128% (weighted at 60%) and free cash flow earned at 200% for the first year of the 2024-2026 program (weighted at 40%) resulting in 157% for the first year of the 2024-2026 program. The resulting percent of target performance shares is 62.7%, after adjusting for the 40% weighting of year 1 of the 2024-2026 program.

(2) At the end of fiscal 2025, actual adjusted EPS for fiscal 2025 of $6.00 was 111% of the second-year target for the 2024-2026 program, while free cash flow of $3.421 billion (after a $176 million adjustment relating to cash outflows for the AspenTech transaction) was 124% of the second-year target for the 2024-2026 program. This resulted in a preliminary earned amount of 52.0% for the second year of the 2024-2026 program. This amount is based on adjusted EPS earned at 156% (weighted at 60%) and free cash flow earned at 200% for the second year of the 2024-2026 program (weighted at 40%) resulting in 173% for the second year of the 2024-2026 program. The resulting percent of target performance shares is 114.7%, after adjusting for the 30% weighting of year 2 of the 2024-2026 program.

(3) Targets for all three years are set on the grant date at the beginning of the three-year performance period. Targets are not reset each year. Targets will be disclosed after the completion of the fiscal year to which they apply.

(4) 55% of the annual long-term stock compensation awards were granted in the form of performance shares and 45% of such awards were in the form of time-based RSUs. If the RSU (45%) portion of the awards is considered, the resulting percentage through year two of the program is 93.1% of combined RSUs and performance shares versus the 114.7% of target performance shares considered in isolation.

2025 – 2027 Performance Shares Program Performance

		Performance Levels for:						
		2025(1)	2026(2)	2027(2)	Payout level (% of target)	Performance year and weighting	Actual results	Resulting percent of target performance shares(3)
Adjusted Earnings per Share (Weighted 60%)	Threshold	$4.68			30.0%	Year 1 - 40%	$6.00	27.1%
	Target	$5.85			60.0%	Year 2 - 30%		
	Maximum	$7.02			120.0%	Year 3 - 30%		
Free Cash Flow Growth (Weighted 40%)	Threshold	$2,880			20.0%	Year 1 - 40%	$3,421	27.0%
	Target	$3,200			40.0%	Year 2 - 30%		
	Maximum	$3,520			80.0%	Year 3 - 30%		
							Total	**54.1%**

(1) At the end of fiscal 2025, actual adjusted EPS for fiscal 2025 of $6.00 was 103% of the first-year target for the 2025-2027 program, while free cash flow of $3.421 billion (after a $176 million adjustment relating to cash outflows for the AspenTech transaction) was 107% of the first-year target for the 2025-2027 program. This resulted in a preliminary earned amount of 54.1% for the first year of the 2025-2027 program. This amount is based on adjusted EPS earned at 113% for the first year of the 2025-2027 program (weighted at 60%) and free cash flow earned at 169% for the first year of the 2025-2027 program (weighted at 40%) resulting in 135% for the first year of the 2025-2027 program. The resulting percent of target performance shares is 54.1%, after adjusting for the 40% weighting of year 1 of the 2025-2027 program.

(2) Targets for all three years are set on the grant date at the beginning of the three-year performance period. Targets are not reset each year. Targets will be disclosed after the completion of the fiscal year to which they apply.

(3) 55% of the annual long-term stock compensation awards were granted in the form of performance shares and 45% of such awards were in the form of time-based RSUs. If the RSU (45%) portion of the awards is considered, the resulting percentage through year one of the program is 44.8% of combined RSUs and performance shares versus the 54.1% of target performance shares considered in isolation.

Fiscal 2023 – 2025 Performance Shares Program. The performance period for the 2023 – 2025 Performance Shares Program ended on September 30, 2025. The targets and weightings were calculated as described above. The Committee determined that the target adjusted earnings per share was $5.00 and target cumulative free cash flow was $8,071 million. In determining the results for the performance period, the Committee determined that it was appropriate to adjust for certain discrete items, including adjustments primarily related to the removal of discontinued operations from the 2023 baseline and 2024 results, exclude transaction costs and interest on undeployed funds relating to acquisition and divestiture activity, gain on subordinated interest, interest income on Copeland, benefits of share repurchase, the operational contribution of Test and Measurement, AspenTech acquisition and integration cash outflows, as well as other items.

The Committee determined that the 2025 adjusted EPS from continuing operations was $6.00, and cumulative free cash flow over the performance period, after an adjustment of $176 million relating to the AspenTech transaction (from $8,490 million), was $8,666 million. The performance results after the impact from the adjustments resulted in a payout percentage of 115% of the previously awarded shares under the formula. The payouts are reflected in the Option Exercises and Stock Vested table on page 54.



Fiscal Year 2025 Time-Based Restricted Stock Units

In fiscal 2025, 45% of our NEO's annual long-term stock compensation was comprised of time-based RSUs. The following individual RSU awards were made to the NEOs in fiscal 2025. The time-based RSUs granted in fiscal 2025 will vest ratably in three installments, commencing on the first anniversary of the grant date. On each of the ratable vesting dates, an accumulated dividend equivalent payment is paid on the vested portion of the award. Also, see the Grants of Plan-Based Awards Table on page 52.

NEO Name	FY 2025 – 2027 RSU Awards ($ Value)(1)	FY 2025 – 2027 RSU Awards (# Shares)
S. L. Karsanbhai	$6,746,726	61,440
M. J. Baughman	$1,448,284	13,189
R. R. Krishnan	$2,698,691	24,576
M. H. Train	$899,564	8,192
M. Tang	$854,541	7,782

(1) Each amount constitutes the aggregate grant date fair value calculated in accordance with FASB ASC Topic 718.

For fiscal 2025, RSU awards represented 33% of our CEO's annual total compensation and an average of 27% for our other NEOs.

Other Stock Awards

Restricted Stock and RSUs. Restricted stock and RSUs are also available for award under our long-term stock-based compensation program. In limited circumstances, such as new hires, special retention, recognition, promotion and succession planning needs, the Committee may make a separate award of restricted stock or RSUs which is in addition to the RSUs awarded annually as part of the Company's annual awards. Restricted stock provides participants with dividends and voting rights beginning on the award date. There is no set frequency of such restricted stock or RSU awards, and they are granted with long-term vesting periods of up to 10 years and no less than one year. In fiscal 2024, the Committee granted 10,000 shares of restricted stock to Mr. Tang in connection with his joining the Company. No other awards of restricted stock and no other RSU awards outside of the annual awards referred to above were made to the NEOs in 2024 or 2025.

Stock Options. Our 2011 Stock Option Plan expired on November 2, 2020. All stock options previously awarded were issued at no less than fair market value on the date of the award with vesting over a period of at least three years with a ten-year term. We do not pay dividend equivalents on stock options and do not “reprice” awards.

2026 Special Performance-based Awards. On November 13, 2025, the Committee approved the grant of Special Performance-based Awards to each of Messrs. Karsanbhai and Krishnan. Under their leadership and strategic vision, Emerson has accelerated the automation focused transformation of the Company, positioning the Company for higher growth, more resilience, and differentiation through its software-defined technology stack combined with hardware-

advantaged solutions, and robust financial and operational performance. Considering the critical roles of these leaders in implementing the Company's go-forward strategy, the Committee designed the Special Performance-based Awards to incentivize and support the continued success of the repositioned portfolio and the creation of long-term shareholder value.

The Special Performance-based awards were granted in the form of long-term nonqualified, performance-based, stock options, with the exercise price for 80% of the awards set at a significant premium to the fair market value on the grant date. Pursuant to this performance-based award structure, which was designed by the Committee with advice and input from the Committee's independent compensation consultant, Exequity LLP, our shareholders must realize significant appreciation in our stock price in order for Messrs. Karsanbhai and Krishnan to receive the full value of the awards. Accordingly, the Committee believes these awards further strengthen the link between the long-term interests of Messrs. Karsanbhai and Krishnan and our shareholders, support leadership continuity, and align with Emerson's pay-for-performance philosophy. The awards are not intended to change Emerson's annual and long-term compensation programs.

Under the Special Performance-based Awards, each of Mr. Karsanbhai and Mr. Krishnan were awarded an aggregate of 350,000 stock options in five tranches -- 20% of such awards with an exercise price set at the market price on the date of grant, 20% with an exercise price set at a 25% premium to market, 20% at a 50% premium to market, 20% at a 75% premium to market, and 20% at a 100% premium to market.

Each stock option vests pro rata over a period of five years on the anniversary of the date of grant, such that 14,000 stock options at each exercise price would vest each year. The stock options are generally subject to continued employment through the applicable vesting dates and must be exercised during the 10-year term. The options are subject to accelerated vesting in the event of death or disability, or on a "double trigger" basis in connection with a change in control, as provided in the 2024 Equity Incentive Plan. The awards include confidentiality, non-competition and non-solicitation provisions.

Other Compensation-Related Disclosures

Severance, Executive Termination and Retirement

Emerson does not have employment agreements, severance agreements or golden parachute agreements with the NEOs. The terms of all executive terminations and retirements are reviewed by the Committee individually based on specific facts and circumstances and not on formulaic rules. We follow these general principles:

- We do not pay lump sum, non-forfeitable cash severance payments
- As permitted under shareholder-approved plans, departing plan participants, including NEOs, may have additional time to exercise stock options, up to the time permitted in the original grants
- The Committee may allow continuation (without accelerated vesting) of previously granted performance shares or restricted stock awards, which would be paid if and when the Company achieves specified performance targets or time vesting requirements are met
- Departing executives sign extended non-competition, non-solicitation and confidentiality agreements, and/or reaffirm existing agreements on these matters. Executives forfeit awards if they breach their non-competition, non-solicitation or confidentiality agreements

The Committee has adopted an Executive Officer Severance Policy which provides that the Company shall not implement individual severance or change of control agreements providing certain benefits (as described in the Policy) to any NEO in excess of 2.99 times the sum of the NEO's then current base salary and most recent annual cash incentive without shareholder ratification. The policy is located at www.Emerson.com, Company, Investors, Governance, Governance Documents, Executive Officer Severance Policy.

Change of Control

If a change of control occurs, we protect all employees who participate in long-term stock plans, the Emerson Defined Contribution Supplemental Executive Retirement Plan, the Savings Investment Restoration Plans and the Pension Restoration Plan as described under "Potential Payments Upon Termination or Change of Control" on page 58. Our 2011 Stock Option Plan, 2015 Incentive Shares Plan and 2024 Equity Incentive Plan include a "double trigger" for vesting following a change of control, although stock awards under our prior incentive shares plan vest upon a change of control. When triggered, we would expect to accelerate vesting of stock awards and pay accrued benefits under the Emerson Defined Contribution Supplemental Executive Retirement Plan, the Savings Investment Restoration Plans and the Pension Restoration Plan. We do not credit additional years of service under any plans or continue medical or other benefits. We do not make additional cash payments related to stock compensation plans. We do not increase payouts to cover payment of taxes and do not provide tax gross-ups.

Security and Perquisites

Due to increased security risks inherent in senior executive positions, we provide NEOs with residential security monitoring and personal security as needed. The Company's security policy and the Board of Directors require, unless otherwise approved in advance by the Chief Financial Officer and the Head of Global Security, that the CEO use Company aircraft for

all travel for business whenever possible to facilitate business efficiency and safety given our global footprint. Because of his importance to the Company and the level of security risk inherent in his position, the CEO is encouraged to use the Company aircraft for personal travel. The Head of Security must review in advance the itinerary and security assessment for any trips made by the CEO on commercial aircraft. The Company provides limited personal use of Company aircraft to the other NEOs, and all such use must be approved in advance by the CEO. All NEOs reimburse the Company at 400% of the Standard Industry Fare Level Rate for personal use.

The Company historically had provided NEOs with cars, parking, financial planning and an annual physical. In 2021, we performed a thorough review of these perquisites, including a review of market data for our compensation comparator group, the S&P 500 Capital Goods Index group of companies and the general industry to determine the prevalence of these perquisite practices. Following such review, we determined that effective January 1, 2022, the Company would no longer provide or reimburse for club memberships. The review of market data showed the car, financial planning, annual physical and personal security monitoring perquisites remain a prevalent market practice. We are, therefore, continuing to provide these perquisites to assist in retaining and attracting executives. NEOs and other employees may also receive Company tickets for sporting, entertainment or other events. The Committee reviews these perquisites annually. Total perquisite costs and related information appear in the Summary Compensation Table on page 50. The Company does not provide any reimbursement for taxes on perquisites, except as may be prescribed in our relocation policies applicable to all employees.

Other Benefits

The NEOs are eligible for Company-provided benefits that are generally available to all other employees, including qualified 401(k) savings plans, medical, life and disability insurance, and a charitable matching gifts program, among others. The following additional benefits are also available to the NEOs:

- Term life insurance coverage.
- Nonqualified savings plans which allow the NEOs to defer up to 20 percent of cash compensation and continue to receive the Company match after reaching the Internal Revenue Service (IRS) qualified plan limits.
- A qualified defined-benefit pension plan. Previously, the defined-benefit pension was closed to new participants effective October 1, 2016, although prior participants continued to accrue benefits through December 31, 2024.
- A nonqualified defined-benefit pension plan, which provides benefits based on the qualified plan without regard to IRS limits but does not provide additional credited years of service. Participation is by award and based on the executive's long-term service to the Company. Participation in this plan is limited to NEOs who were not closed to participation in the defined benefit plan effective October 1, 2016. After December 31, 2024, future service for employees accruing benefits is frozen.
- As of December 31, 2024, the Company ended further accruals under both the qualified defined-benefit and the nonqualified defined-benefit pension plans. In lieu of this benefit, the Company added a transition contribution until December 31, 2029 of 5% of eligible pay, at 5% interest, to the qualified defined-benefit cash balance pension plan for grandfathered employees.
- In addition, on January 1, 2025, the Company adopted the Emerson Defined Contribution Supplemental Executive Retirement Plan, a qualified savings plan, which provides for Company contributions of up to 15% of eligible pay, offset by qualified employer contributions, as well as a potential profit sharing contribution.

Other than the changes referred to in the last two bullets above, no changes were made for fiscal 2025 in the method of calculating any NEO benefits that appear in the Summary Compensation Table beginning on page 50.

Regulatory Considerations

Internal Revenue Code Section 162(m) imposes a $1 million limit on the Company's deductions for compensation paid to specified executive officers ("Covered Employees"). For taxable years beginning before January 1, 2018, the Covered Employees consisted of a corporation's chief executive officer and up to three other highly compensated executive officers (other than the chief financial officer) and qualifying "performance-based compensation" was not subject to this limitation if specified requirements were met (i.e., compensation paid only if performance meets pre-established objective goals based on performance criteria approved by shareholders).

Pursuant to the Tax Cuts and Jobs Act of 2017, for taxable years beginning after December 31, 2017, (i) the remuneration of a public corporation's chief financial officer is now also subject to the deduction limit, (ii) once an individual is considered a Covered Employee with respect to a taxable year, he or she will be considered a Covered Employee for all future years, including after termination of employment or death, and (iii) the exemption from the deduction limit for "performance-based compensation" is no longer available. These changes do not apply to remuneration provided under a binding written contract in effect on November 2, 2017, which is not materially modified after that date. Consequently, for fiscal years beginning after December 31, 2017, no remuneration in excess of $1 million paid to a Covered Employee will be deductible unless such compensation is granted pursuant to a written binding contract that was in effect prior to November 2, 2017.

While the Committee considers the impact of the tax treatment of executive compensation, the primary factor influencing program design is the support of business objectives, and the Committee retains the flexibility to design and administer compensation programs that are in the best interests of Emerson and its shareholders. Our compensation plans also comply with IRC Section 409A for nonqualified deferred compensation arrangements.

In accordance with FASB ASC Topic 718, for financial statement purposes we expense all equity-based awards over the period earned, or subsequently, based upon their estimated grant date fair value, depending on the terms of the award. FASB ASC Topic 718 has not resulted in any significant changes in our compensation program design.

Equity Compensation Grant Practices

The Committee approves all grants of equity compensation to executive officers, as defined in Section 16 of the Exchange Act. All elements of executive officer compensation are reviewed by the Committee annually at its October or November meetings. Generally, equity awards are made at those meetings, but may be made at other meetings. The Committee meeting date, or the next business day if the meeting is on a non-business day, is the grant date for equity awards.

The Committee does not take material nonpublic information into account when determining the timing and terms of such awards and has not timed the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation. During fiscal 2025, we did not grant any stock options (or similar awards), to any named executive officer during any period beginning four business days before and ending one business day after the filing of any Company periodic report on Form 10-Q or Form 10-K, or the filing or furnishing of any Company Form 8-K that disclosed any material non-public information.

Compensation Tables

Summary Compensation Table

The following information relates to compensation received or earned by our Chief Executive Officer, our Chief Financial Officer, and each of our next three most highly compensated executive officers for the last year (the "named executive officers" or "NEOs").

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)(1)	Stock Awards ($)(3)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)(2)	Change in Pension Value and Nonqualified Deferred Compensation Earnings($)(4)	All Other Compensation ($)(5)	Total ($)
S. L. Karsanbhai President and Chief Executive Officer(6)	2025	1,537,500	—	15,413,325	—	3,728,525	37,000	523,912	21,240,262
	2024	1,475,000	—	14,027,854	—	3,973,595	154,000	465,834	20,096,283
	2023	1,410,000	—	12,912,123	—	3,600,576	11,000	383,495	18,317,194
M. J. Baughman Executive Vice President, Chief Financial Officer and Chief Accounting Officer(7)	2025	873,333	—	3,308,694	—	1,273,500	10,000	207,142	5,672,669
	2024	840,000	—	2,805,516	—	1,331,400	—	164,953	5,141,869
	2023	630,923	—	2,712,487	—	941,640	—	109,232	4,394,282
R. R. Krishnan Executive Vice President and Chief Operating Officer	2025	962,500	—	6,165,261	—	1,698,000	32,000	179,064	9,036,825
	2024	900,000	—	6,011,951	—	1,743,500	198,000	90,385	8,943,836
	2023	825,000	—	3,761,327	—	1,635,900	29,000	79,357	6,330,584
M. H. Train Senior Vice President and Chief Sustainability Officer	2025	820,000	—	2,055,049	—	1,117,850	61,000	179,932	4,233,831
	2024	770,000	—	2,003,952	—	1,188,750	153,000	165,322	4,281,024
	2023	730,000	—	2,245,559	—	1,117,200	33,000	128,690	4,254,449
M. Tang Senior Vice President, Secretary and Chief Legal Officer(8)	2025	725,000	—	1,952,206	—	891,450	10,000	152,603	3,731,259
	2024	525,671	200,000	3,847,626	—	713,250	—	78,095	5,364,642

(1) Fiscal 2024 also includes sign on bonus for Mr. Tang.

(2) Represents annual cash incentive amounts paid after the end of the fiscal year with respect to that fiscal year's performance under the Company's Annual Cash Incentive Plan. Beginning with the fiscal 2023 annual cash incentive, the Committee determined to shift to a formulaic annual cash incentive structure with pay dependent on the Company's progress toward objective pay criteria. The Committee utilized adjusted EPS and operating cash flow as part of the 2024 and 2025 annual cash incentive. See "Annual Cash Compensation" beginning on page 39.

(3) The amounts relate to performance shares, restricted stock unit awards (RSUs) and restricted stock awards. See the Grants of Plan-Based Awards table on page 52 for information on awards granted in fiscal 2025. The amounts reflect the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 and do not correspond to the actual value that will be realized by the NEOs. If the maximum payout is earned, the number of performance shares paid out would be 200% for the 2025 and 2024 performance shares awards and 145% for the 2023 performance share awards. See Note 17 to the Company's fiscal 2025 financial statements in the Company's Annual Report on Form 10-K for a discussion of the determination of these amounts under FASB ASC Topic 718. For performance shares awards, for each fiscal year, the grant date fair value and the grant date fair value based on maximum achievement is set forth below.

Name	Fiscal Year	Grant Date Fair Value ($)	Maximum Aggregate Grant Date Fair Value ($)
S. L. Karsanbhai	2025	8,666,599	17,333,198
	2024	7,770,452	15,540,904
	2023	12,912,123	18,722,578
M. J. Baughman	2025	1,860,409	3,720,818
	2024	1,554,090	3,108,180
	2023	2,712,487	3,933,106
R. R. Krishnan	2025	3,466,570	6,933,140
	2024	3,330,207	6,660,414
	2023	3,761,327	5,453,924
M. H. Train	2025	1,155,485	2,310,970
	2024	1,110,038	2,220,076
	2023	2,245,559	3,256,061
M. Tang	2025	1,097,665	2,195,330
	2024	1,578,818	3,157,636

(4) For each year, includes the aggregate change in the actuarial present value of the NEOs' accumulated benefits under the Company's defined benefit pension plans. Pension amounts reflect freezing of further accruals under legacy benefit calculation and reflect the transition contribution of 5% of eligible pay, at 5% interest, to the qualified pension plan, as discussed on page 55.

(5) Includes the following amounts for 2025:

Name	Perquisites(a)	Savings Plan(b)	Total(c)
S. L. Karsanbhai	132,929	390,983	523,912
M. J. Baughman	29,922	177,220	207,142
R. R. Krishnan	43,346	135,718	179,064
M. H. Train	16,438	163,494	179,932
M. Tang	25,416	127,187	152,603

(a) The perquisites provided are tax and financial planning, leased Company car, parking, annual physical, tickets for sporting or other events, and costs related to personal security provided to each of the NEOs under the Company's security program. The Company's Board of Directors and its security program require that the Chief Executive Officer use Company aircraft for all business and recommends use for personal air travel. The Company's CEO reimburses the Company for personal air travel at 400% of the Standard Industry Fare Level Rate. The Company also provided limited personal use of Company aircraft outside of the security program to the other NEOs, who also provide such reimbursement. Amounts for personal use of Company aircraft represent the incremental cost to the Company, calculated based on the variable operating costs per hour of operation, which include fuel costs, maintenance, and associated travel costs for the crew, less reimbursements. For 2025, the incremental amount of personal use of Company aircraft for the Company's CEO was: Mr. Karsanbhai-$71,279, which amounts were included in the perquisites amounts above. For 2025, the incremental amount for leased Company car for the Company's CEO was: Mr. Karsanbhai-$42,933.

(b) Contributions by the Company for the NEOs to the Company's retirement savings plans.

(c) None of these amounts were grossed up for taxes.

(6) Mr. Karsanbhai does not receive any separate compensation for his service as a Director.

(7) Mr. Baughman became Executive Vice President, Chief Financial Officer and Chief Accounting Officer on May 10, 2023. Mr. Baughman was formerly Chief Accounting Officer. Base salary reflects amounts received in current and prior roles.

(8) Mr. Tang became Senior Vice President, Secretary and Chief Legal Officer, effective as of January 1, 2024.

Grants of Plan-Based Awards

The following table provides information about annual cash incentive and equity awards granted to the NEOs in fiscal 2025.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)	Grant Date Fair Value of Stock and Option Awards ($)(4)
		Threshold ($)(1)	Target ($)(1)	Maximum ($)(1)	Threshold (#)(2)	Target (#)(2)	Maximum (#)(2)		
S. L. Karsanbhai	11/4/2024	882,725	2,635,000	5,270,000					
	11/4/2024				37,547	75,094	150,188		8,666,599
	11/4/2024							61,440	6,746,726
M. J. Baughman	11/4/2024	301,500	900,000	1,800,000					
	11/4/2024				8,060	16,120	32,240		1,860,409
	11/4/2024							13,189	1,448,284
R. R. Krishnan	11/4/2024	402,000	1,200,000	2,400,000					
	11/4/2024				15,019	30,037	60,074		3,466,570
	11/4/2024							24,576	2,698,691
M. H. Train	11/4/2024	264,650	790,000	1,580,000					
	11/4/2024				5,006	10,012	20,024		1,155,485
	11/4/2024							8,192	899,564
M. Tang	11/4/2024	211,050	630,000	1,260,000					
	11/4/2024				4,756	9,511	19,022		1,097,665
	11/4/2024							7,782	854,541

(1) Includes cash incentive opportunities awarded under the Company's Annual Cash Incentive Plan based on a percentage of his or her annual cash incentive target according to the percentage of the performance targets achieved by the Company during the fiscal year according to a formula determined by the Committee. The amounts reflect the threshold, target and maximum amounts that may have been earned by each individual during the year. Actual amounts earned are reflected in the summary compensation table. Beginning with the fiscal 2023 annual cash incentive, the Committee determined to shift to a formulaic annual cash incentive structure with pay dependent on the Company's progress toward objective pay criteria. The Committee utilized adjusted EPS and operating cash flow as part of the 2025 annual cash incentive. See "Annual Cash Compensation" beginning on page 39 for additional detail regarding the awards.

(2) Includes performance shares awards granted in November 2024 under the fiscal 2025–2027 Performance Shares Program (under our 2024 Equity Incentive Plan). See "Annual Long-Term Stock Compensation" on pages 40 to 46 for additional detail regarding the program, performance shares and how shares are earned.

(3) Includes RSUs granted in fiscal 2025 under the 2024 Equity Incentive Plan which vest ratably over 3 years.

(4) Includes the grant date fair value of awards of performance shares and RSUs, computed in accordance with FASB ASC Topic 718, applying the same valuation model and assumptions applied for financial reporting purposes. For performance awards, the grant date fair value included assumes the target award is earned. Amounts expensed for performance shares awards in the Company's financial statements during the performance period reflect the grant date fair value of the award expensed over the performance period. See Note 17 to the Company's fiscal 2025 financial statements in the Company's Annual Report on Form 10-K for a discussion of the determination of these amounts.

Outstanding Equity Awards at Fiscal Year-End

The following table provides holdings of stock options, performance shares, restricted stock and RSUs by our NEOs at the end of 2025, including unexercised stock options, unvested restricted stock, unvested RSUs and performance shares with performance conditions that had not yet been satisfied.

	Option Awards					Stock Awards					
Name	Date of Award	Number of Securities Underlying Unexercised Options (#) Exercisable (1)	Number of Securities Underlying Unexercised Options (#) Unexercisable (1)	Option Exercise Price ($)	Option Expiration Date	Date of Award	Number of Shares or Units of Stock That Have Not Vested (#)		Market Value of Shares or Units of Stock That Have Not Vested ($)(3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(3)
S. L. Karsanbhai	2/1/16	15,000		45.50	2/1/26	(2)	75,000	(2)	9,838,500		
						11/6/23				120,629 (4)	15,824,112
						11/6/23	45,472	(6)	5,965,017		
						11/4/24				85,607 (5)	11,229,926
						11/4/24	61,440	(6)	8,059,699		
M. J. Baughman	10/16/17	10,000		64.44	10/16/27	(2)	10,000	(2)	1,311,800		
						11/6/23				24,125 (4)	3,164,718
						11/6/23	9,094	(6)	1,192,951		
						11/4/24				18,376 (5)	2,410,564
						11/4/24	13,189	(6)	1,730,133		
R. R. Krishnan						(2)	17,000	(2)	2,230,060		
						11/6/23				51,698 (4)	6,781,744
						11/6/23	19,488	(6)	2,556,436		
						11/4/24				34,242 (5)	4,491,866
						11/4/24	24,576	(6)	3,223,880		
M. H. Train						(2)	12,000	(2)	1,574,160		
						11/6/23				17,232 (4)	2,260,494
						11/6/23	6,496	(6)	852,145		
						11/4/24				11,413 (5)	1,497,157
						11/4/24	8,192	(6)	1,074,627		
M. Tang(6)						1/2/24	10,000	(2)	1,311,800		
						1/2/24				24,164 (4)	3,169,834
						1/2/24	9,109	(6)	1,194,919		
						11/4/24				10,842 (5)	1,422,254
						11/4/24	7,782	(6)	1,020,843		

(1) The options became exercisable in three equal annual installments beginning one year after the date of grant.

(2) Consists of restricted stock which vests as follows:

Name	Number of Shares	Vesting Term (in years)	Grant Date	Vesting Date
S. L. Karsanbhai	10,000	10	2/1/2016	2/1/2026
	10,000	10	11/6/2018	11/6/2028
	5,000	10	11/3/2020	11/3/2030
	50,000	10	2/8/2021	2/8/2031
M J. Baughman	10,000	5	11/1/2021	11/1/2026
R. R. Krishnan	5,000	5	11/3/2020	11/3/2025
	12,000	5	2/8/2021	2/8/2026
M. H. Train	12,000	5	4/6/2021	4/6/2026
M. Tang	10,000	2	1/2/2024	1/2/2026

(3) Based on the closing share price of $131.18 on September 30, 2025.

(4) Consists of performance shares awards granted in fiscal 2024 under the fiscal 2024 – 2026 Performance Shares Program (under our 2015 Incentive Shares Plan), subject to performance goals for the period ending September 30, 2026. The number of shares that can be earned at 100% achievement of performance targets under these awards are shown in this column, except that the amounts reflect actual performance for fiscal 2024 and 2025 resulting in preliminary achievement for those years of 157% and 174%, respectively, which results in awards valued at 144.7% of the target in the table above, if target achievement in year three is 100%. Participants can earn up to 200% of the target, at the end of fiscal year 2026, when the committee makes its final determination.

(5) Consists of performance shares awards granted in fiscal 2025 under the fiscal 2025 – 2027 Performance Shares Program (under our 2024 Equity Incentive Plan), subject to performance goals for the period ending September 30, 2027. The number of shares that can be earned at 100% achievement of performance targets under these awards are shown in this column, except that the amounts reflect actual performance for fiscal 2025 resulting in 135% preliminary achievement of performance targets for that year, which results in awards valued at 114% of the target in the table above, if target achievement in years two and three are each 100%. Participants can earn up to 200% of the target, at the end of fiscal 2027, when the committee makes its final determination.

(6) Consists of RSUs that vest ratably over three years and reflects the unvested portion of the awards.

Option Exercises and Stock Vested

The following table provides the number of shares acquired and value realized for our NEOs in 2025 for stock option exercises, performance shares awards earned, vested restricted stock and vested restricted stock units.

	Option Awards		Stock Awards		
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)		Value Realized on Vesting ($)(3)
S. L. Karsanbhai			163,588	(2)	22,813,982
			22,736	(4)	2,851,890
M. J. Baughman			35,967	(2)	5,015,958
			4,547	(4)	570,353
R. R. Krishnan			47,653	(2)	6,645,687
			9,744	(4)	1,222,239
M. H. Train			28,449	(2)	3,967,498
			3,248	(4)	407,413
			10,000	(5)	1,115,600
M. Tang(6)			4,554	(4)	561,830

(1) Represents the difference between the option exercise price and the average of the high and low share prices for the Company's common stock on the day of exercise.

(2) Reflects the earnings of performance shares granted under the fiscal 2023 – 2025 Performance Shares Program. The performance shares were subject to performance goals for the period ending September 30, 2025, and the percentage earned was 115%. Awards were paid out on November 3, 2025. See “Annual Long-Term Stock Compensation” on page 40 for additional information regarding the program.

(3) Values realized for performance shares earned are based on the average of the high and low share prices ($139.46) on November 3, 2025, the date the Compensation Committee determined that the performance targets for the performance period ended September 30, 2025 had been met. Values for restricted stock and RSUs are based on the average of the high and low share price on the date of vesting, $111.56 on 10/7/2024 (restricted stock), $125.435 on 11/6/2024 (RSUs except for Mr. Tang) and $123.3707 on 1/2/2025 (RSUs for Mr. Tang), respectively.

(4) Represents the vesting of RSUs which vest ratably over 3 years.

(5) Represents the vesting of 10,000 shares of restricted stock for Mr. Train (vesting term 5 years).

(6) Mr. Tang commenced employment with the Company as its Senior Vice President, Secretary and Chief Legal Counsel, effective as of January 1, 2024.

Pension Benefits

Below is information on the pension benefits for the NEOs under each of the following pension plans.

Emerson Retirement Plan

The Emerson Electric Co. Retirement Plan is a tax-qualified retirement program that covered approximately 40,000 participants on September 30, 2025, including certain NEOs. Previously, the plan was closed to new participants effective October 1, 2016. Effective December 31, 2024, the Company ended any further accrual of benefits under the legacy benefit formula described below. However, beginning January 1, 2025, the Company re-opened the plan to certain participants to add a cash balance transition contribution each year for up to the next five years (or until they leave Emerson) of 5% of eligible pay, at 5% interest, to the benefits under the plan. The accumulated benefit that an employee earns over his or her career with the Company under the cash balance formula is payable as a lump sum (with the option for a monthly annuity for life). Employees vest in their cash balance account after two years of service.

Legacy plan benefits are based generally on a formula that considers the highest consecutive five-calendar-year average of the executive’s annual cash earnings, base salary plus annual cash incentive (final average earnings), not to exceed the IRS-prescribed limit applicable to tax-qualified plans ($350,000 for calendar year 2025). As discussed above, accruals under the legacy place benefits were frozen as of December 31, 2024. Further earnings will continue to be used to determine the benefits payable under the legacy plan formula.

The legacy benefits include an annual benefit accrual for each year of service of 1.0% of final average earnings up to “covered compensation” and 1.5% of final average earnings in excess of “covered compensation", limited to 35 years of service. When the employee has attained 35 years of service (as of December 31, 2024), the annual accrual is 1.0% of final average earnings. “Covered compensation” is based on the average of Social Security taxable wage bases, and varies per individual based on Social Security retirement age. A small portion of the accrued benefits payable from the plan for each of the NEOs includes benefits determined under different but lesser pension formulas for periods of prior service at Company business units.

The accumulated legacy benefit that an employee earns over his or her career with the Company is payable upon retirement as a monthly annuity for life with a guaranteed minimum term of five years. The normal retirement age for this plan is 65. Employees who have attained age 55 and 10 years of service are eligible to retire early under the plan. As of September 30, 2025, Messrs. Karsanbhai and Train are eligible for early retirement. If an employee retires before age 65, the legacy accrued benefit is reduced for the number of years prior to age 65 that the benefit commences (4% for each of the first five years that retirement precedes age 65, and 5% for each additional year). Employees vest in their legacy accrued benefit after five years of service. The plan provides for spousal joint and survivor annuity options. No employee contributions are required.

Benefits under the plan are subject to the limitations under IRC Section 415, which in calendar 2025 was $280,000 per year for a single life annuity payable at an IRS-prescribed retirement age. This limitation may be actuarially adjusted in accordance with IRS rules for items such as other forms of distribution and different annuity starting dates.

Emerson Pension Restoration Plan

The Emerson Electric Co. Pension Restoration Plan is a non-qualified plan that is an unfunded obligation of the Company. Effective December 1, 2024, future service for participants was frozen. Benefits are payable from the Company’s general operating funds. Participation in, and benefits payable from, the plan is by award, subject to Compensation Committee approval. A participant who terminates employment with a vested retirement benefit will receive at age 65 or later termination of employment a benefit based on the same final average earnings formula as described above for the Emerson Retirement Plan, for all years of service at Emerson, and not subject to the IRS-prescribed limitations on benefits and compensation applicable to the Emerson Retirement Plan. The benefit payable from the Pension Restoration Plan is reduced by the benefit

received from the Emerson Retirement Plan. Benefits payable from the Pension Restoration Plan are generally payable as a monthly annuity for life with a guaranteed minimum term of five years, provided that in certain circumstances a participant or a participant's beneficiary may be eligible to receive a lump sum payment. If an NEO is terminated for cause or engages in actions that adversely affect the Company, the benefits may be forfeited. No pension benefits were paid to any of the NEOs during 2023. At September 30, 2025, none of the NEOs participated in the Pension Restoration Plan.

The amounts reported in the table below equal the present value of the accumulated benefit at September 30, 2025 for the NEOs under each plan based upon the assumptions described in footnote (2).

Pension Benefits Table

Name	Plan Name	Number Of Years Credited Service (#)(1)	Present Value of Accumulated Benefit ($)(2)	Payments During Last Fiscal Year ($)
S. L. Karsanbhai	Emerson Electric Co. Retirement Plan	21	$659,000	—
M. J. Baughman	Emerson Electric Co. Retirement Plan	1	$10,000	—
R. R. Krishnan	Emerson Electric Co. Retirement Plan	29	$710,000	—
M. H. Train	Emerson Electric Co. Retirement Plan	19	$856,000	—
M. Tang	Emerson Electric Co. Retirement Plan	1	$10,000	—

(1) The number of years of service credited under the plans is computed as of the same pension plan measurement date used for financial statement reporting purposes with respect to the Company's financial statements for the last completed fiscal year. Prior to the re-opening of the qualified pension plan to add the cash balance transition contribution, Messrs. Karsanbhai and Train were no longer accruing benefits under the plan and Messrs. Baughman and Train did not participate in the plan. As a result the credited years of service reflected above are lower than the actual years of service at Emerson for those individuals.

(2) The accumulated benefit is based on service and earnings under the plans through September 30, 2025. The present value has been calculated assuming the accumulated benefit as of September 30, 2025, commences at age 65, or current age if older, under the stated form of annuity. In addition, the present value of the Emerson Pension Restoration Plan benefit assumes that the NEO will remain in service until age 65. Except for the assumption that the NEOs remain in service through age 65, the present value is based on the assumptions described in Note 14 to the Company's fiscal year 2025 financial statements in the Company's Annual Report on Form 10-K. Specifically, the interest rate assumption is 5.28% for the Emerson Retirement Plan and 5.15% for the Emerson Restoration Plan and the post-retirement mortality assumption is a based on mortality tables of PRI-2012 no collar, annuitant, sex distinct tables projected forward with MP-2021.

Nonqualified Deferred Compensation

In fiscal 2025, the Company adopted the Emerson Defined Contribution Supplemental Executive Retirement Plan. The plan is an unfunded, nonqualified deferred compensation plan that provides eligible management or other highly compensated employees (including named executive officers) with employer contributions equal to 15% of eligible pay without regard to IRS limits, offset by all qualified employer contributions provided during the plan year, as well as the opportunity to defer eligible compensation on a tax deferred basis. A participant in the plan will be fully vested in elective deferrals immediately and fully vested in Company contributions upon the completion of two years of service with the Company. Payment of vested amounts, together with deemed investment returns (positive or negative), will generally be made following a participant's termination of employment with the Company with such payment being made either in a lump-sum or in two to ten annual installments as selected by the participant.

Participants may defer up to 20% of compensation. Compensation generally includes cash pay (base salary and annual cash incentive) received by a participant, including employee Emerson Savings Plan contributions, and excludes any reimbursements, awards or other payments under equity compensation plans, stock option gains, any severance payments and other incentive payments. Amounts deferred under the plan are 100% vested and are credited with returns based on the participant's selection of available investment alternatives under a qualified 401(k) plan, which includes an Emerson common stock fund and more than 20 other mutual fund investment alternatives. There are no "above-market earnings" as all earnings are market-based consistent with the investment funds elected. All deferred amounts and Company contributions are accounted for on the Company's financial statements and are unfunded obligations of the Company and paid in cash when benefit payments commences. Generally, distribution of vested account balances occurs in a lump sum no later than one year following termination of employment. Upon retirement, or in other certain instances, participants may receive their account balances in up to 10 equal annual installments, if previously elected. Unvested Company contributions become fully vested upon (i) death or disability, or (ii) a change of control of the Company.

The Company also maintains legacy nonqualified deferred compensation plans in which NEOs participate, the Emerson Electric Co. Savings Investment Restoration Plan (the "Savings Investment Restoration Plan I") and the Emerson Electric

Co. Savings Investment Restoration Plan II. These plans provided opportunities for participants to receive employer contributions based on eligible pay that exceeded IRS limits. They were frozen as of December 31, 2024.

Participants in the Savings Investment Restoration Plans were designated by the Compensation Committee. Participants may defer up to 20% of compensation and the Company will make matching contributions for participants who defer at least 5% of compensation in an amount equal to: (a) for the Savings Investment Restoration Plan I, 50% of the first 5% of those deferrals (not to exceed 2.5% of compensation less the maximum matching amount the participant could have received under the ESIP); and (b) for the Savings Investment Restoration Plan II, 7.5% of the participant's compensation less (x) the maximum matching amount the participant could have received under the ESIP and (y) any other contribution for the applicable year made on behalf of the participant under the ESIP. Compensation generally includes cash pay (base salary and annual cash incentive) received by a participant, including employee ESIP contributions, and excludes any reimbursements, awards or other payments under equity compensation plans, stock option gains, any severance payments and other incentive payments. Amounts deferred under the plan are 100% vested and are credited quarterly with returns based on the participant's selection of available investment alternatives, which include an Emerson common stock fund and more than 20 other mutual fund investment alternatives. The Company matching contributions vest 20% each year for the first 5 years of service, after which the participant is 100% vested in all contributions. The matching contributions are credited to a book-entry account reflecting units equivalent to Emerson stock. There are no "above-market earnings" as all earnings are market-based consistent with the investment funds elected. All deferred amounts and Company matching contributions are accounted for on the Company's financial statements and are unfunded obligations of the Company and paid in cash when benefit payments commence.

Generally, under the legacy plans, distribution of vested account balances occurs in a lump sum no later than one year following termination of employment. Upon retirement, or in other certain instances, participants may receive their account balances in up to 10 equal annual installments, if previously elected. Unvested matching contributions become fully vested upon (i) retirement with Compensation Committee approval on or after the age of 55, (ii) death or disability, (iii) termination of the plan, or (iv) a change of control of the Company. Additionally, under the Savings Investment Restoration Plan II, a participant will be entitled to payment of vested matching contributions only if the Compensation Committee determines that such participant is an executive in good standing at the time the executive terminates employment (whether upon retirement or otherwise); provided, that if such participant is discharged for cause and/or engages in other activity that is harmful to or competitive with the Company, the rights of such participant to such amount will be forfeited and any such amount that has previously been paid to the participant may be recovered by the Company, unless the Committee determines that such activity is not detrimental to the best interests of the Company. All or a portion of any participant's vested account balance may be distributed earlier in the event of an unforeseeable emergency, if approved by the Compensation Committee. For amounts deferred or vested as of December 31, 2004, a participant may receive a distribution of after-tax deferrals upon 30 days' notice.

Nonqualified Deferred Compensation Table

Name	Executive Contributions in Last FY ($)(1)	Emerson Contributions in Last FY ($)(1)	Aggregate Earnings in Last FY ($)(2)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($)(1)(3)
S. L. Karsanbhai	287,180	222,195	488,316	—	3,311,998
M. J. Baughman	440,946	79,945	355,108	—	2,927,032
R. R. Krishnan	174,495	43,368	276,011	—	1,468,163
M. H. Train	69,313	71,844	575,157	—	3,549,878
M. Tang	104,762	46,787	23,110	—	230,664

(1) Includes amounts contributed by each NEO and by the Company, respectively, to the nonqualified deferred compensation plans. NEO and Company contributions in the last year have been included in the Salary and All Other Compensation columns, respectively, of the Summary Compensation Table.

(2) Aggregate earnings under the plans are not above market and are not included in the Summary Compensation Table.

(3) Includes amounts reported as compensation for the NEOs in the Summary Compensation Table for prior years. The following aggregate amounts of NEO and Company contributions were included in the Summary Compensation Table for fiscal 2024 and 2023, respectively (with the Company portion of the aggregate amount in parentheses): Mr. Karsanbhai-$614,260 ($360,481), $436,187 ($233,062); Mr. Baughman-$465,951 ($109,623), $284,140 ($61,725); Mr. Krishnan-$286,837 ($53,497), $230,547 ($39,922); Mr. Train-$277,093 ($117,248), $263,202 ($127,634); and Mr. Tang-$53,008 ($29,675) with respect to fiscal 2024. For prior years, all amounts contributed by an NEO and by the Company have been reported in the Summary Compensation Table in our previously filed proxy statements in the year earned, to the extent the NEO was named in such proxy statements and the amounts were required to be reported in such tables.

Potential Payments upon Termination or Change of Control

As described above, the NEOs do not have any written or oral employment agreements with the Company and have no other agreements that contain severance or “golden parachute” provisions.

The information below generally describes payments or benefits under the Company’s compensation plans and arrangements that would be available to all participants in the plans, including the NEOs, in the event of the participant’s termination of employment or of a Change of Control of the Company. Any such payments or benefits that an NEO has elected to defer would be provided in accordance with IRC Section 409A. Payments or benefits under other plans and arrangements that are generally available to the Company’s employees on similar terms are not described. The information below relates to awards as of September 30, 2025.

Conditions and Obligations Applicable to Receipt of Termination/Change of Control Payments

In the event of any termination or Change of Control, all executives participating in stock options, performance shares, restricted stock, RSUs or the Pension Restoration Plan have the following obligations to the Company.

Stock Options. NEOs are obligated to keep Company information confidential, assign to the Company intellectual property rights, and, during and for one year after termination, not compete with, or solicit the employees of, the Company.

Performance Shares and Restricted Stock. NEOs are obligated not to compete with, or solicit the employees of, the Company during and for two years after termination. For awards granted from November 2018, the awards are also conditioned upon the participant’s compliance with all practices and policies under Emerson’s Ethics and Compliance Program, including the Code of Conduct and Code of Ethics, and that a participant’s actions will reflect Emerson’s Core Value of Integrity. Violations of such Ethics and Compliance Program may result in the forfeiture of such awards or the repayment of any amounts paid under such awards.

RSUs. NEOs are obligated not to compete with, or solicit the employees of, the Company during and for two years after termination. For awards granted from November 2018, the awards are also conditioned upon the participant’s compliance with all practices and policies under Emerson’s Ethics and Compliance Program, including the Code of Conduct and Code of Ethics, and that a participant’s actions will reflect Emerson’s Core Value of Integrity. Violations of such Ethics and Compliance Program may result in the forfeiture of such awards or the repayment of any amounts paid under such awards.

Pension Restoration Plan. If an NEO is discharged for cause, enters into competition with the Company, interferes with the Company’s relations with a customer, or engages in any activity that would result in a decrease in sales by the Company, the NEO’s rights to benefits under the Plan will be forfeited, unless the Compensation Committee determines that the activity is not detrimental to the Company.

Savings Investment Restoration Plans. The NEO’s rights to benefits under the Savings Investment Restoration Plan II will be forfeited if the NEO is (a) not in good standing at the time the NEO terminates employment (whether upon retirement or otherwise) as determined by the Compensation Committee, or (b) is discharged for cause, enters into competition with the Company, interferes with the Company’s relations with a customer, or engages in any activity that would result in a decrease in sales by the Company, unless the Compensation Committee determines that the activity is not detrimental to the Company.

Additionally, upon retirement or involuntary termination, NEOs generally execute letter agreements reaffirming their applicable confidentiality, non-competition and non-solicitation obligations and may enter into extended non-competition agreements.

Payments Made Upon Retirement

Upon retirement, the Company’s compensation plans and arrangements provide as follows:

- The Compensation Committee has the discretion to determine whether any annual cash incentive award would be paid, subject to satisfaction of any pre-established performance conditions;
- Upon retirement, as determined by the Compensation Committee, all unvested stock options held for at least 12 months before retirement would vest, and all unexercised options could be exercised for a period of five years after retirement, up to the original option term;
- Upon retirement after age 65 (60 under the 2024 Equity Incentive Plan), the NEOs would receive a prorated payout of performance shares, as reasonably determined by the Compensation Committee, subject to satisfaction of pre-established performance conditions, to be paid after the applicable performance period. Before retirement age, the Compensation Committee has the discretion to determine whether a NEO would receive a prorated, other or no payout of performance shares, which payout would be made after the performance period, subject to the satisfaction of performance conditions;
- The Compensation Committee has the discretion to determine whether to allow the NEOs to continue to vest in restricted stock following retirement, or to reduce the vesting period to not less than three years;

- If not previously vested, the NEOs would be vested in Company contributions to the Savings Investment Restoration Plans if retirement occurs with the approval of the Compensation Committee on or after age 55. Participants in the Defined Contribution Supplemental Executive Retirement Plan would lose unvested non-elective contributions and unvested discretionary contributions (subject to rules imposed on such discretionary contributions); and
- Under the Company's Pension Restoration Plan, an NEO's benefit commences after age 65 or later retirement and is paid as a monthly annuity, or a lump sum if elected.

Payments Made Upon Death or Disability

Upon death or total disability, the Company's compensation plans and arrangements provide as follows:

- The Compensation Committee has the discretion to determine whether any annual cash incentive award would be paid, subject to satisfaction of any pre-established performance conditions;
- All unvested stock options would vest immediately, and be exercisable for a period of one year, up to the original option term;
- The Compensation Committee has the discretion to determine whether the NEOs would receive full, partial or no payout of performance shares after the performance period and subject to satisfaction of pre-established performance conditions;
- Restricted stock will be prorated for years of service during the vesting period and distributed free of restriction at the end of the vesting period, with Compensation Committee discretion to reduce the vesting period to not less than three years;
- If not previously vested, the NEOs would vest in Company contributions to the Savings Investment Restoration Plans;
- Under the Defined Contribution Supplemental Executive Retirement Plan, if not previously vested, the NEOs would vest in non-elective contributions and any unvested discretionary contributions (in accordance with the rules of the Company imposed in its discretion on such discretionary contributions);
- Upon the death of an NEO participating in the Pension Restoration Plan, the surviving spouse would receive, in the form of a monthly annuity payment commencing at the NEO's earliest retirement date, 50% of the actuarially equivalent accrued benefit. The estate of a single person who dies while employed will receive a lump sum benefit as of the date of death which is actuarially equivalent to the annuity that the surviving spouse of a married person would have received. Upon termination due to disability, benefits would start the later of when the NEO reaches age 65 or termination, and be paid in the form of a monthly annuity or a lump sum distribution; and
- Upon an NEO's death, the beneficiaries would receive proceeds from Company provided term life insurance.

Payments Made Upon Other Termination

If an NEO's employment terminates for any other reason (i.e., voluntary termination, termination for cause or involuntary termination), he or she would only receive:

- Payment of the vested portion of the NEO's accounts in the Savings Investment Restoration Plans, in a single lump sum after termination, subject, in the case of any Savings Investment Restoration Plan II account, to (i) the Compensation Committee's determination that the NEO is in good standing at the time of the termination, and (ii) the NEO not being discharged for cause or engaging in other activity that is harmful to or competitive with the Company, as provided under the Savings Investment Restoration Plan II.
- Under the Defined Contribution Supplemental Executive Retirement Plan, payment of the vested portion of NEO's account, with any unvested discretionary contributions subject to the rules the Company imposed in its discretion on such discretionary contributions.

Under the Company's compensation plans and arrangements, the Compensation Committee may also, in its discretion, determine whether to provide any additional payments or benefits to the NEO. This exercise of discretion is unlikely to result in any additional benefits in the case of a voluntary resignation or termination for cause. This includes the discretion to:

- Determine whether any annual cash incentive award would be paid, subject to satisfaction of pre-established performance conditions;
- If termination occurs with Company consent, the Compensation Committee may allow the NEO up to three months after termination, up to the original option term, to exercise vested stock options;
- Determine whether the NEO would receive full, partial or no payout of performance shares after the performance period and subject to satisfaction of pre-established performance conditions;

- Determine whether to allow the NEO to continue to vest in restricted stock, or to reduce the vesting period to not less than one year; and
- Determine whether an NEO terminated for cause or for engaging in actions that adversely affect the Company will forfeit the right to receive vested benefits under the Pension Restoration Plan starting after the later of age 65 or termination, paid in the form of a monthly annuity or a lump sum distribution.

Payments Made Upon Change of Control

Upon a Change of Control, the Company's compensation plans and arrangements provide as follows:

- Annual cash incentive awards are not paid;
- Under the Company's 2011 Stock Option Plan, all unvested stock options become fully exercisable if either the options have not been appropriately assumed by the acquirer, or within two years after the change of control, the optionee is involuntarily terminated other than for cause, the optionee's title, duties or responsibilities are adversely changed, or the optionee is required to relocate;
- For performance shares granted under the 2015 Incentive Shares Plan, performance objectives would be deemed satisfied at the highest level provided for in the award, if a "double trigger" event occurs, generally meaning that in connection with a change of control (a) the award has not been appropriately assumed or an equivalent award substituted by the acquirer, (b) cash is the primary form of consideration paid to shareholders, or (c) following the change of control, the holder is involuntarily terminated other than for cause, or within two years after the change of control, the holder's compensation, title, duties or responsibilities are substantially reduced or adversely changed, or the holder is required to relocate by more than 50 miles. Similarly, for performance shares granted under the 2024 Equity Incentive Plan, such awards shall be treated as if the specified performance periods had elapsed andthe performance objectives relating thereto had been fully achieved at the highest level provided for in the award free of any conditions, to the extent consistent with Code Section 409A, if a "double trigger event" (as defined in the 2024 Plan as provided under (c) above) occurs. Under the 2024 Equity Incentive Plan, in the event of a change of control and in the event the Compensation Committee determines that such awards are not appropriately assumed or cash is the primary consideration as described under (a) or (b) above, then the Compensation Committee may cancel any outstanding awards and pay to the holders thereof, in cash or stock, or any combination thereof, the value of such awards based upon the price per share of common stock received or to be received by other shareholders of the Company, to the extent consistent with Section 409A of the Code;
- All restricted stock awarded under the 2006 Incentive Shares Plan would vest immediately. Restricted stock and restricted stock units awarded under the 2015 Incentive Shares Plan and the 2024 Equity Incentive Plan would vest immediately if a "double trigger" event (each as defined above) occurs and would be subject to payout in the event of a change of control based on the Compensation Committee determination (as described above);
- The NEO would vest in all unvested Company contributions to the Savings Investment Restoration Plans, and the vested amount would be paid in a single lump sum;
- Under the Defined Contribution Supplemental Executive Retirement Plan, the NEO would vest in unvested non-elective contributions and discretionary contributions (subject to rules imposed on such discretionary contributions); and
- An NEO participating in the Pension Restoration Plan would become fully vested and could elect immediate payment in the form of a lump sum or a life annuity. In early fiscal 2016, for benefits accruing after 2004, the Plan was amended to conform the assumptions used in calculating lump sums payable to the assumptions used by the Company to accrue liabilities with respect to U.S. retirement plans for financial reporting purposes, as set forth in the Company's Annual Report on Form 10-K.

"Change of Control" Definition

"Change of Control" generally means: (i) the acquisition of beneficial ownership of 20% or more of the Company's common stock, (ii) individuals who currently make up the Company's Board of Directors (or who subsequently become Directors after being approved for election by at least a majority of current Directors) ceasing to make up at least a majority of the Board, or (iii) approval by the Company's shareholders of (a) a reorganization, merger or consolidation which results in the ownership of 50% or more of the Company's common stock by persons or entities that were not previously shareholders; (b) a liquidation or dissolution of the Company; or (c) the sale of substantially all of the Company's assets. With respect to participants who have deferred payment of earned awards under the 2006 Incentive Shares Plan, and as provided for in the 2015 Incentive Shares Plan and the 2024 Equity Incentive Plan, the Change of Control must also meet the requirements of IRC Section 409A and any transaction referenced in (iii) above must have actually occurred, rather than merely have been approved. With respect to the Company's Pension Restoration Plan and Savings Investment Restoration Plans, a Change of Control refers to a change in the ownership or effective control of the Company or a change in the ownership of a substantial portion of the assets of the Company, as such terms are defined under IRC Section 409A and the regulations promulgated thereunder. With respect to the Defined Contribution Supplemental Executive Retirement Plan, a change of control means a

change in the ownership or effective control of the Company or a change in the ownership of a substantial portion of the assets under IRS Section 409A to the fullest extent allowed.

Quantification of Payments and Benefits

The following tables quantify the potential payments and benefits upon termination or a Change of Control for each of the NEOs, assuming the event occurred on September 30, 2025, given the NEO's compensation and service level as of that date and, if applicable, based on the Company's closing share price of $131.18 on September 30, 2025, the last business day of the fiscal year. Other benefit assumptions are set forth in footnotes to the tables. Due to the number of factors that affect the nature and amount of benefits provided upon a termination or Change of Control any actual amounts paid or distributed may be different. None of the payments set forth below would be grossed-up for taxes.

S. L. Karsanbhai

Executive Benefits and Payments Upon Termination	Retirement ($)		Death ($)		Disability ($)		Voluntary or For Cause Term. ($)		Involl. Term. not for Cause ($)		Change of Control ($)(13)	
Annual Cash Incentive	—	(1)	—	(1)	—	(1)	—	(2)	—	(1)	—	(3)
Stock Options	—	(4)	—	(4)	—	(4)	—		—		—	(4)
Performance Shares	—	(5)(6)	—	(5)(6)	—	(5)(6)	—	(2)(5)	—	(5)(6)	41,573,303	(7)
Restricted Stock	—	(8)	5,837,510	(9)	5,837,510	(9)	—	(8)	—	(8)	9,838,500	(10)
RSUs	—	(8)	5,669,075	(9)	5,669,075	(9)	—	(8)	—	(8)	14,024,717	(10)
Def. Contrib. Suppl. Ex. Retirement Plan	—		150,225	(11)	150,225	(11)	—		—		150,225	(11)
Life Insurance Benefits	—		—		—		—		—		—	

M. J. Baughman

Executive Benefits and Payments Upon Termination	Retirement ($)		Death ($)		Disability ($)		Voluntary or For Cause Term. ($)		Involl. Term. not for Cause ($)		Change of Control ($)(13)	
Annual Cash Incentive	—	(1)	—	(1)	—	(1)	—	(2)	—	(1)	—	(3)
Stock Options	—	(4)	—	(4)	—	(4)	—		—		—	(4)
Performance Shares	—	(5)(6)	—	(5)(6)	—	(5)(6)	—	(2)(5)	—	(5)(6)	$8,603,571	(7)
Restricted Stock	—	(8)	1,049,440	(9)	1,049,440	(9)	—	(8)	—	(8)	1,311,800	(10)
RSUs	—	(8)	1,173,187	(9)	1,173,187	(9)	—	(8)	—	(8)	2,923,084	(10)
Def. Contrib. Suppl. Ex. Retirement Plan	—		74,850	(11)	74,850	(11)	—		—		74,850	(11)
Life Insurance Benefits	—		—		—		—		—		—	

R. R. Krishnan

Executive Benefits and Payments Upon Termination	Retirement ($)		Death ($)		Disability ($)		Voluntary or For Cause Term. ($)		Involuntary Term. not for Cause ($)		Change of Control ($)(13)	
Annual Cash Incentive	—	(1)	—	(1)	—	(1)	—	(2)	—	(1)	—	(3)
Stock Options	—	(4)	—	(4)	—	(4)	—		—		—	(4)
Performance Shares	—	(5)(6)	—	(5)(6)	—	(5)(6)	—	(2)(5)	—	(5)(6)	17,254,105	(7)
Restricted Stock	—	(8)	2,230,060	(9)	2,230,060	(9)	—	(8)	—	(8)	2,230,060	(10)
RSUs	—	(8)	2,352,844	(9)	2,352,844	(9)	—	(8)	—	(8)	5,780,316	(10)
Def. Contrib. Suppl. Ex. Retirement Plan	—		72,600	(11)	72,600	(11)	—		—		72,600	(11)
Life Insurance Benefits	—		—		—		—		—		—	

M. H. Train

Executive Benefits and Payments Upon Termination	Retirement ($)		Death ($)		Disability ($)		Voluntary or For Cause Term. ($)		Involuntary Term. not for Cause ($)		Change of Control ($)(13)	
Annual Cash Incentive	—	(1)	—	(1)	—	(1)	—	(2)	—	(1)	—	(3)
Stock Options	—	(4)	—	(4)	—	(4)	—		—		—	(4)
Performance Shares	—	(5)(6)	—	(5)(6)	—	(5)(6)	—	(2)(5)	—	(5)(6)	5,751,194	(7)
Restricted Stock	—	(8)	1,574,160	(9)	1,574,160	(9)	—	(8)	—	(8)	1,574,160	(10)
RSUs	—	(8)	784,281	(9)	784,281	(9)	—	(8)	—	(8)	1,926,772	(10)
Def. Contrib. Suppl. Ex. Retirement Plan	—		69,225	(11)	69,225	(11)	—		—		69,225	(11)
Life Insurance Benefits	—		200,000	(12)	—		—		—		—	

M. Tang

Executive Benefits and Payments Upon Termination	Retirement ($)		Death ($)		Disability ($)		Voluntary or For Cause Term. ($)		Involuntary Term. not for Cause ($)		Change of Control ($)(13)	
Annual Cash Incentive	—	(1)	—	(1)	—	(1)	—	(2)	—	(1)	—	(3)
Stock Options	—	(4)	—	(4)	—	(4)	—		—		—	(4)
Performance Shares	—	(5)(6)	—	(5)(6)	—	(5)(6)	—	(2)(5)	—	(5)(6)	6,876,718	(7)
Restricted Stock	—	(8)	1,311,800	(9)	1,311,800	(9)	—	(8)	—	(8)	1,311,800	(10)
RSUs	—	(8)	937,718	(9)	937,718	(9)	—	(8)	—	(8)	2,215,718	(10)
Def. Contrib. Suppl. Ex. Retirement Plan	—		57,975	(11)	57,975	(11)	—		—		57,975	(11)
Life Insurance Benefits	—		200,000	(12)	—		—		—		—	

(1) The Committee has discretion whether or not to pay an annual cash incentive, subject to satisfaction of performance conditions. For illustrative purposes only, the annual cash incentives paid for fiscal 2025 were: Mr. Karsanbhai-$3,728,525; Mr. Baughman-$1,273,500; Mr. Krishan-$1,698,000; Mr. Train-$1,117,850 and Mr. Tang-$891,450.

(2) This column assumes the Committee would exercise its discretion not to pay an annual cash incentive or make a payout of outstanding performance shares.

(3) There would be no acceleration or special treatment for annual cash incentive opportunities for the year in which the Change of Control occurs.

(4) Represents the closing share price of $131.18 minus the exercise price times the number of outstanding options for all in-the-money, unvested options. All options held by the named executive officers are fully vested.

(5) The Committee has discretion to provide a prorated, other or no payout, subject to the achievement of performance conditions.

(6) Assumes the Committee does not allow any payout for the performance shares awards granted in 2024 or 2025. See Outstanding Equity Awards at Fiscal Year-End table on page 53.

(7) The amount shown includes the entire amount of 2024 and 2025 awards at the highest level. See note (13).

(8) Assumes Committee would exercise its discretion to not allow any further vesting.

(9) Represents pro rata value of all unvested restricted stock and RSUs, based on years elapsed rounded to whole years.

(10) Represents the value of all unvested shares of restricted stock and RSUs.

(11) Represents the unvested portion of non-elective contributions.

(12) Represents face amount of policies paid for by the Company which are not generally available to all employees.

(13) The Change of Control column assumes that the applicable conditions for a “double trigger” change in control were met as of September 30, 2025.

Pay Ratio Disclosure

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we determined the ratio of the annual total compensation of our CEO compared to the annual total compensation of our median employee.

As is permitted under the SEC rules, to determine our median employee in 2025, we collected data as of July 1, 2025 for all employees globally and used “Base Pay, Shift Premium and Overtime, Bonus and Commission or equivalent” as our consistently applied compensation measure. As of our determination date of July 1, 2025, we had a global population of 71,447 employees. Applying the 5% de Minimis exemption, we excluded 3,375 employees from eight countries (4.72% of the global workforce), with their corresponding employee counts as follows: Egypt (56), Kazakhstan (90), Malaysia (1,726), Nigeria (33), Poland (835), Slovakia (468), Turkey (131) and Ukraine (36).

Applying a valid statistical sampling methodology on the remaining population of 68,072 employees, we produced a sample of employees within a 5% range of the established median compensation measure, then selected an employee from within that group. We determined that the 2025 Summary Compensation Table total compensation and value of nondiscriminatory medical and dental benefits for our CEO and median employee were $21,259,535, and $52,916 respectively, which includes $19,273 and $5,471 in company-paid benefits, respectively. The estimate of the ratio of CEO pay to median worker pay calculated using a methodology consistent with the SEC rules as described above is 402:1.

As the SEC rules allow for companies to adopt a wide range of methodologies, to apply country exclusions and to make reasonable estimates and assumptions that reflect their compensation practices to identify the median employee and calculate the CEO pay ratio, the pay ratios reported by other companies may not be comparable to the pay ratio reported above.

Pay vs. Performance

As required by Item 402(v) of Regulation S-K, the following table and accompanying narrative sets forth information concerning the compensation of our NEOs for each of the last five fiscal years and our financial performance for each such year in accordance with the SEC's pay versus performance ("PVP") disclosure rules. Under the PVP rules, the SEC has developed a new definition of pay, referred to as compensation actually paid ("CAP"), which is compared here to certain performance measures defined by the SEC.

The Committee does not use CAP as a basis for making compensation decisions, nor does it use the performance measures defined by the SEC for the PVP table to measure performance for incentive plan purposes. Refer to "Compensation Discussion and Analysis" above for details on how we align pay with performance.

Year	Summary Compensation Table Total for PEO(1) (Karsanbhai)	Summary Compensation Table Total for PEO(1) (Farr)	Compensation Actually Paid to PEO(1)(2) (Karsanbhai)	Compensation Actually Paid to PEO(1)(2) (Farr)	Average Summary Compensation Table Total for non-PEO Named Executive Officers(1)	Average Compensation Actually Paid to non-PEO NEOs (1)(2)	Value of Initial Fixed $100 Investment Based On:		Net Income (millions) (4)	Adj. EPS (5)
							Emerson TSR (3)($)	Peer Group TSR(3) ($)		
2025	$21,240,262	N/A	$37,115,801	N/A	$5,668,646	$8,771,729	225.78	217.50	$2,293	$6.00
2024	$20,096,283	N/A	$28,432,594	N/A	$5,932,843	$7,325,286	185.11	210.97	$1,968	$5.49
2023	$18,317,194	N/A	$29,166,524	N/A	$4,795,129	$7,370,613	160.11	146.36	$13,219	$4.44
2022	$15,178,106	N/A	$8,202,846	N/A	$5,294,490	$2,830,506	118.57	114.23	$3,231	$3.64
2021	$15,806,036	$15,066,763	$21,037,695	$30,144,401	$5,524,580	$8,847,430	149.12	134.55	$2,303	$3.01

(1) The principal executive officer ("PEO") and the non-PEO NEOs for each fiscal year are as follows: 2025 and 2024 – PEOS. L. Karsanbhai; NEOs: M. J. Baughman, R. R. Krishnan, M. Tang and M. H. Train; 2023 – PEOS. L. Karsanbhai; NEOs: M. J. Baughman, R. R. Krishnan, S. Y. Bosco, M. H. Train and F. J. Dellaquila; 2022 – PEO: S. L. Karsanbhai; NEOs: F. J. Dellaquila, R. R. Krishnan, M. J. Bulanda and S. Y. Bosco; 2021 – PEOs: S. L. Karsanbhai and D. N. Farr; NEOs: F. J. Dellaquila, R. R. Krishnan, M. J. Bulanda, J. P. Froedge, and M. H. Train.

(2) In determining the "compensation actually paid" to our NEOs, we are required to make various adjustments to amounts that have been previously reported in the Summary Compensation Table ("SCT") in previous years, as the SEC's required valuation methods for this disclosure differ from those required in the SCT. The table below provides the adjustments to the SCT total compensation made to arrive at the compensation actually paid for the PEO and the average for Non-PEO NEOs. The amounts below for performance shares assume that the targeted award is earned, with actual amounts used for the year in which the award vests.

PEO (Karsanbhai)

Year	SCT Total Compensation	Less: Stock Awards column in the SCT	Less: Change in the Pension Value column of SCT	Add: Fair value of unvested stock awards granted in FY, determined at FYE (a)	Change in fair value of outstanding and unvested stock awards granted in prior FYs from prior FYE to applicable FYE (b)	Change in fair value of stock awards granted during prior FYs that vested during the applicable FY, based on change in fair value from prior FY end to vesting date(c)	Add: Dividends paid during applicable FY prior to vesting date (to the extent not otherwise included) (d)	Add: Service cost for pension plans(e)	Add: Prior service cost for pension plans (f)	Compensation Actually Paid
2025	$21,240,262	$(15,413,325)	$(37,000)	$18,560,844	$4,726,625	$6,703,213	$1,326,154	$9,028	$—	$37,115,801
2024	$20,096,283	$(14,027,854)	$(154,000)	$16,176,553	$1,786,478	$3,542,291	$1,012,842	$—	$—	$28,432,594
2023	$18,317,194	$(12,912,123)	$(11,000)	$14,327,521	$4,325,440	$4,246,211	$873,282	$—	$—	$29,166,524
2022	$15,178,106	$(11,060,131)	$—	$8,038,447	$(3,760,581)	$(568,314)	$375,318	$—	$—	$8,202,846
2021	$15,806,036	$(12,651,359)	$(16,000)	$15,000,973	$1,553,550	$990,662	$353,833	$—	$—	$21,037,695

PEO (Farr)

Year	SCT Total Compensation	Less: Stock Awards column in the SCT	Less: Change in the Pension Value column of SCT	Add: Fair value of unvested stock awards granted in FY, determined at FYE (a)	Change in fair value of outstanding and unvested stock awards granted in prior FYs from prior FYE to applicable FYE (b)	Change in fair value of stock awards granted during prior FYs that vested during the applicable FY, based on change in fair value from prior FY end to vesting date(c)	Add: Dividends paid during applicable FY prior to vesting date (to the extent not otherwise included) (d)	Add: Service cost for pension plans(e)	Add: Prior service cost for pension plans (f)	Compensation Actually Paid
2021	$15,066,763	$(11,599,962)	$—	$15,729,328	$4,512,346	$4,861,164	$992,846	$581,917	$—	$30,144,401

Average for Non-PEO NEOs

Year	SCT Total Compensation	Less: Stock Awards column in the SCT	Less: Change in the Pension Value column of SCT	Add: Fair value of unvested stock awards granted in FY, determined at FYE (a)	Change in fair value of outstanding and unvested stock awards granted in prior FYs from prior FYE to applicable FYE (b)	Change in fair value of stock awards granted during prior FYs that vested during the applicable FY, based on change in fair value from prior FY end to vesting date(c)	Add: Dividends paid during applicable FY prior to vesting date (to the extent not otherwise included) (d)	Add: Service cost for pension plans(e)	Add: Prior service cost for pension plans (f)	Compensation Actually Paid
2025	$5,668,646	$(3,370,303)	$(28,250)	$4,058,543	$1,018,058	$1,179,110	$232,742	$13,183	$—	$8,771,729
2024	$5,932,843	$(3,667,261)	$(87,750)	$4,203,287	$298,352	$493,379	$147,417	$5,019	$—	$7,325,286
2023	$4,795,129	$(2,271,575)	$(308,200)	$2,548,659	$787,787	$1,468,230	$267,153	$83,430	$—	$7,370,613
2022	$5,294,490	$(3,015,166)	$(494,250)	$2,191,408	$(1,059,805)	$(466,769)	$223,617	$156,982	$—	$2,830,506
2021	$5,524,580	$(3,920,122)	$(171,200)	$4,955,598	$1,494,446	$647,294	$231,933	$84,902	$—	$8,847,430

(a) For each fiscal year includes performance share awards granted that year. For fiscal 2021 and fiscal 2022, also includes restricted stock awards granted that year. Fiscal 2025 and 2024 also includes RSUs and restricted stock awards granted in the year. Amounts are computed in accordance with FASB ASC Topic 718 and do not correspond to the actual value that will be realized.

(b) For each fiscal year includes change in fair value for performance share awards, restricted stock awards and RSU awards granted in prior fiscal years that remain outstanding and unvested at the end of that year.

(c) For each fiscal year includes change in fair value for performance shares awards earned for the performance period ending on September 30 of that fiscal year and restricted stock or RSUs that vested that year, as of the vesting date.

(d) Includes the value of dividends on restricted stock and dividend equivalents on performance shares and RSUs for each fiscal year prior to the vesting date.

(e) Includes for each fiscal year, the service cost calculated as the actuarial present value of each NEO's benefit under pension plans attributable to services rendered during the covered fiscal year.

(f) Includes for each fiscal year, the prior service cost, calculated as the entire cost of benefits granted (or credit for benefits reduced) in a plan amendment (or initiation) during the covered fiscal year that are attributed by the benefit formula to services rendered in periods prior to the amendment (or initiation).

(3) For each fiscal year, includes the cumulative TSR of the Company since September 30, 2020 and the S&P 500 Capital Goods Index calculated in a manner consistent with our stock performance graph in our Annual Report to Shareholders, assuming $100 invested on September 30, 2020 in stock or index, including reinvestment of dividends.

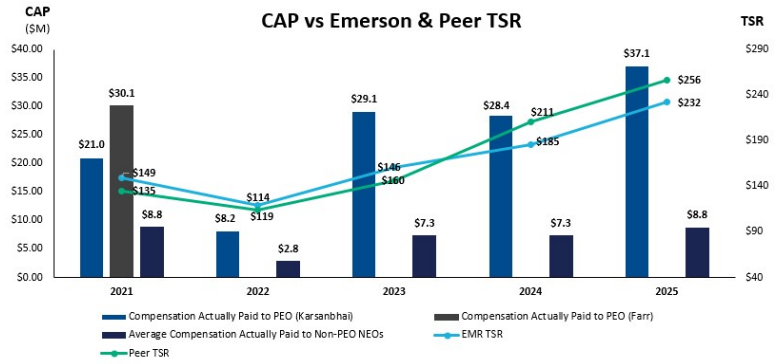
(4) For each fiscal year, consists of net earnings as disclosed in our annual financial statements, which includes the impact of discontinued operations. In 2024, GAAP net income was significantly impacted by increased amortization of intangible expense relating to recent acquisitions. In 2023, the discontinued operations impact included the significant gains from the sale of the Company's majority interest in its Climate Technologies business and the sale of its InSinkErator business. Earnings from continuing operations for each year were: 2025-$2,285, 2024-$1,618, 2023-$2,286, 2022-$1,886 and 2021-$1,414.

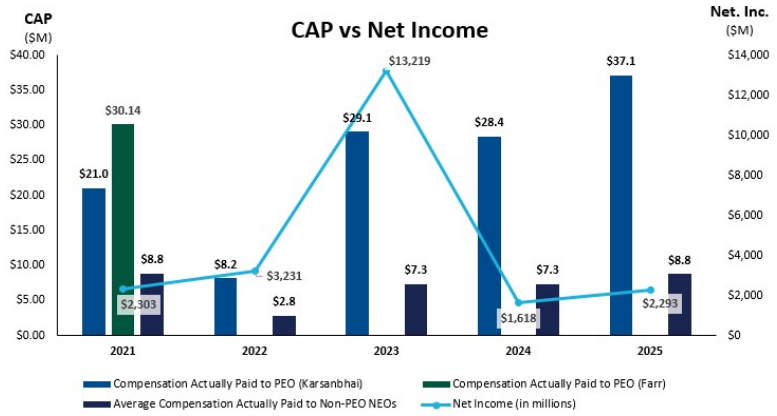
(5) Adjusted EPS is calculated as described in Appendix C, GAAP to Non-GAAP Reconciliations.

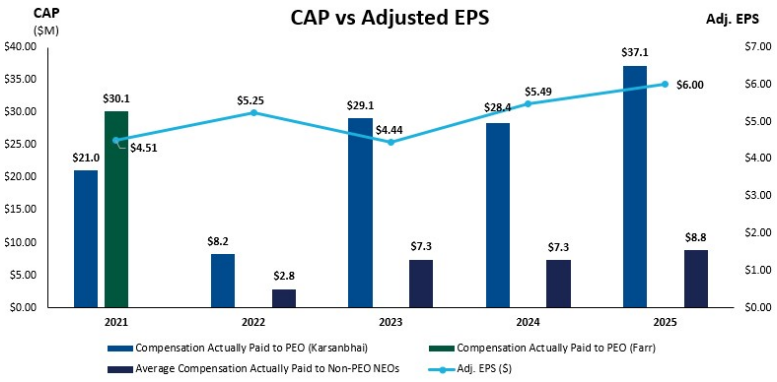
Relationship between Pay and Performance

Below are graphs showing the relationship of "compensation actually paid" ("CAP") to our Chief Executive Officer and other NEOs for fiscal 2025, 2024, 2023, 2022 and 2021 to each of the following: (1) cumulative TSR of both Emerson and the S&P 500 Capital Goods Index ("Peer"), (2) Emerson's net income and (3) Emerson's adjusted EPS. As discussed above, CAP, as calculated under SEC rules, reflects adjusted values to unvested and vested equity awards during the years shown in the table based on various assumptions including year-end stock prices, but does not reflect actual amounts paid out for those awards. CAP generally fluctuates due to stock price achievement and varying levels of projected and actual achievement of performance goals and, as disclosed below is more closely correlated with TSR than the other measures.

For a discussion of how our Compensation Committee assessed Emerson's performance and our NEOs' pay each year, see "Compensation Discussion and Analysis" in this proxy statement and in prior years.







Financial Performance Measures

The following table lists the financial performance measures that, in the Company's assessment, represent the most important financial performance measures used to link compensation actually paid to our NEOs, for fiscal 2025, to company performance:

Performance Measures
Adjusted EPS
Cumulative free cash flow
Operating cash flow

As discussed above in greater detail under "Compensation Discussion and Analysis," performance shares awards are our primary long-term compensation element. Beginning in fiscal 2022, our Compensation Committee determined to utilize adjusted EPS and cumulative FCF as the performance objectives for performance shares. Also, as discussed above, our annual cash incentive is our primary short-term incentive compensation element. Beginning with the fiscal 2023 annual cash incentive, the Committee determined to shift to a formulaic annual cash incentive structure with pay dependent on the Company's progress toward objective pay criteria. The Committee utilized adjusted EPS and operating cash flow as part of the 2024 and 2025 annual cash incentive.

Proxy Item No. 3

Ratification of Independent Registered Public Accounting Firm

In accordance with its Charter, the Audit Committee has selected KPMG LLP, independent registered public accounting firm, to audit the Company's consolidated financial statements for 2026. KPMG LLP served as the Company's independent registered public accounting firm for 2025 and has been retained continuously as the Company's external auditor since 1938.

The members of the Audit Committee (i) having received KPMG LLP's written independence report and having discussed same with KPMG LLP; and (ii) having assessed KPMG LLP's past service and qualifications believe that the continued retention of KPMG LLP is in the best interests of the Company and its shareholders. The Audit Committee is asking the shareholders to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2026.

The Audit Committee is not required to take any action as a result of the outcome of this ratification vote. In the event shareholders fail to ratify the appointment, the Audit Committee may reconsider this appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent accounting firm at any time during the year if the Committee determines that such a change would be in the Company's and the shareholders' best interests.

The Audit Committee has approved in advance all services provided by KPMG LLP. A member of KPMG LLP is expected to be present at the meeting with the opportunity to make a statement and respond to appropriate questions from shareholders.

OUR BOARD AND AUDIT COMMITTEE UNANIMOUSLY RECOMMEND A VOTE "**FOR**" THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED ACCOUNTING FIRM.

Proxy Item No. 4

Vote on Amendment to Restated Articles of Incorporation to Declassify the Company's Board of Directors

After careful consideration, the Board is once again submitting for approval by shareholders the following proposed amendments to our Restated Articles of Incorporation to eliminate, over a period of three years, the classification of our Board of Directors, without affecting the unexpired terms of Directors. We made a similar proposal in 2025, 2024, 2020 and 2013.

Article 5 of our Restated Articles of Incorporation currently provides that our Directors are divided into three classes, with the term of office of one class expiring each year and the Directors in each class serving three-year terms. After considering the advantages and disadvantages of declassification, including feedback from shareholders and views of commentators, the Board has determined it is in the best interests of the Company and its shareholders to amend the Restated Articles of Incorporation of the Company to declassify the Board over the next three years. This would result in a fully declassified Board by the 2029 Annual Meeting of Shareholders.

If the proposed amendments are adopted and become effective, Directors in office immediately following this Annual Meeting of Shareholders would serve out their three-year terms, but Directors elected by shareholders after this Annual Meeting would be elected to one-year terms. Beginning at the 2027 Annual Shareholders' Meeting, all Directors would be subject to annual election for one-year terms.

The proposed changes to Article 5 are set forth in their entirety in Appendix B to this proxy statement. Additions to the Restated Articles of Incorporation are indicated by underlining and deletions are indicated by strike-outs.

In accordance with Missouri law, the Board of Directors has adopted resolutions submitting these proposed amendments to shareholders and is recommending them to shareholders for approval.

The affirmative vote of 85% of the total voting power of all outstanding shares, whether or not present or represented by proxy at the 2026 Annual Meeting, is required to amend the Company's Restated Articles of Incorporation to declassify the Company's Board of Directors. See information about the voting standard for this proposal on page 74. We submitted this proposal in 2025, 2024, 2020 and 2013 and, while it received significant support, it did not receive the 85% vote required for adoption. Because brokers may not cast a vote on this proposal without your instruction, it is very important that you vote your shares.

If the proposed amendments are adopted and become effective, the Board will adopt conforming amendments to our Bylaws.

OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE "**FOR**" THIS PROPOSAL.

Ownership of Emerson Equity Securities

Ownership of Directors and Executive Officers

The following table shows the number of shares of the Company's common stock that are beneficially owned by the Directors, by each of the NEOs, and by all Directors and executive officers as a group, as of September 30, 2025. No person reflected in the table owns more than 0.5% of the outstanding shares of Emerson common stock.

Name	Total Shares of Emerson Common Stock Beneficially Owned(1)(2)
Michael J. Baughman	110,863
Mark A. Blinn	9,180
Joshua B. Bolten	30,043
Calvin G. Butler, Jr.	2,238
Martin S. Craighead	13,616
Gloria A. Flach	18,942
Surendralal (Lal) L. Karsanbhai(3)	363,437
Ram R. Krishnan(4)	188,155
Lori M. Lee	13,862
Matthew S. Levatich	24,574
James M. McKelvey	14,762
Michael Tang	30,047
Michael H. Train	245,229
James S. Turley	26,207
All Directors and Executive Officers as a group (18 persons) (5)(6)	1,297,097

(1) Under rules of the SEC, persons who have power to vote or dispose of securities, either alone or jointly with others, are the beneficial owners of such securities. Each person reflected in the table has both sole voting power and sole investment power with respect to the shares included in the table, except as described in the footnotes below and except for the following shares of restricted common stock over which the person named has no investment power: Mr. Karsanbhai, President and CEO-75,000; Mr. Baughman, Executive Vice President, Chief Financial Officer and Chief Accounting Officer-10,000; Mr. Krishnan, Executive Vice President and Chief Operating Officer-17,000; Mr. Train, Senior Vice President and Chief Sustainability Officer-12,000; Mr. Tang, Senior Vice President, Secretary and Chief Legal Officer-10,000; Mr. Blinn-6,235; Mr. Bolten-24,267; Mr. Craighead-7,340; Ms. Flach-11,834; Ms. Lee-8,586; Mr. Levatich-23,098; Mr. Turley-20,931; and all Directors and executive officers as a group-256,291. Also includes the following restricted stock units held by the following, over which they have no voting or investment power: Mr. Karsanbhai—106,913; Mr. Baughman—22,283; Mr. Krishnan—46,064; Mr. Train—14,688; Mr. Tang—16,891; Mr. Blinn-1,476; Mr. Bolten-1,476; Mr. Butler- 1,476; Mr. Craighead-1,476; Ms. Flach-5,276; Ms. Lee-5,276; Mr. Levatich-1,476; Mr. McKelvey-1,476; Mr. Turley-5,276; and all Directors and executive officers as a group – 346,083.

(2) As required by SEC rules, includes the following shares which such persons have, or will have within 60 days after September 30, 2025, the right to acquire upon the exercise of employee stock options: Mr. Karsanbhai-15,000; and Mr. Baughman-10,000.

(3) Includes 907 shares held as custodian for Mr. Karsanbhai's son and daughter and 164,957 shares held by trust over which Mr. Karsanbhai exercises investment power.

(4) Includes 125,044 shares held by trust over which Mr. Krishnan shares investment power with his spouse.

(5) Includes 29,617 shares of common stock which executive officers have, or will have within 60 days after September 30, 2025, the right to acquire upon exercise of employee stock options. Also includes 23,208 restricted stock units held by Directors. Shares owned as a group represent less than 1% of the outstanding common stock of the Company.

(6) Includes 195,979 shares of common stock beneficially owned by four other executive officers of the Company, of which 30,000 shares are restricted and over which the other executive officers have no investment power, 36,953 are restricted stock units over which the other executive officers have no voting or investment power, and 4,617 shares

which the other executive officers have, or will have within 60 days after September 30, 2025, the right to acquire upon exercise of employee stock options.

Ownership of Greater than 5% Shareholders

The following table lists the beneficial ownership of each person holding more than 5% of Emerson's outstanding common stock as of September 30, 2025, based on a review of filings with the SEC on Schedule 13G.

Name and Address	Total Shares of Emerson Common Stock Beneficially Owned	Percent of Class
The Vanguard Group(1) 100 Vanguard Blvd., Malvern, PA 19355	52,218,224	9.2%
BlackRock, Inc.(2) 55 East 52nd Street, New York, NY 10055	37,142,896	6.5%

(1) The Vanguard Group filed a Schedule 13G/A on February 13, 2024, with the SEC indicating that, as of December 29, 2023, it had beneficial ownership of 52,218,224 shares, including sole dispositive power over 49,796,662 shares, shared voting power over 694,433 shares and shared dispositive power over 2,421,562 shares of the Company's outstanding stock.

(2) BlackRock, Inc. filed a Schedule 13G/A on January 29, 2024, with the SEC indicating that, as of December 31, 2023, it had beneficial ownership of 37,142,896 shares, including sole voting power over 32,963,378 shares and sole dispositive power over 37,142,8966 shares of the Company's outstanding stock.

The Company is not aware of any other shareholders who beneficially own more than 5% of its outstanding common stock.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our officers and Directors, and persons who beneficially own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the SEC. Based solely on a review of these reports, as filed electronically with the SEC, and upon written representations from our executive officers and Directors, we believe that all Directors, officers and 10% or greater beneficial owners complied with all such filing requirements for the fiscal year ended September 30, 2025, with the exception of one late Form 4 for Surendralal L. Karsanbhai filed on December 19, 2024, due to an administrative oversight, relating to a bona fide gift by Mr. Karsanbhai on November 7, 2024, of 72,282 shares to a revocable trust of which he and his spouse are co-trustees.

Questions and Answers About the 2026 Annual Meeting

1. Why did I receive these materials?

Our Board of Directors is soliciting proxies on its behalf to be voted at the 2026 Annual Meeting of Shareholders on February 3, 2026, at 10:00 a.m., Central Time, to be held in a virtual format accessible at ***www.virtualshareholdermeeting.com/EMR2026***. The proxies also may be voted at any adjournments or postponements of the meeting. All properly executed written proxies, and all properly completed proxies submitted by telephone or by the internet, that are delivered pursuant to this solicitation will be voted at the meeting in accordance with the directions given in the proxy, unless the proxy is earlier revoked.

2. How are these materials being distributed?

On or about December 12, 2025, we began mailing a Notice of Internet Availability of Proxy Materials (the "Notice") to certain shareholders of record as of November 25, 2025, and posted our proxy materials for shareholder access at www.proxyvote.com. As more fully described in the Notice, shareholders may also request printed proxy materials. The Notice and website also provide information regarding how you may request proxy materials in printed or electronic form or electronically on an ongoing basis. We also mailed proxy materials to certain shareholders.

3. Why am I getting these materials from my broker, bank or other nominee, and not directly from Emerson?

If you hold your shares through a broker, bank or other nominee, you may also receive either the Notice or printed proxy materials from that entity, as required by SEC rules.

4. What is the difference between a shareholder of record and a shareholder who holds shares in street name?

If your shares are registered in your name on the books and records of our transfer agent, Computershare Trust Company, N.A., you are a shareholder of record. If your shares are held for you in the name of your broker, bank or other nominee, your shares are held in street name.

5. What is the record date? Who can vote?

The record date for the 2026 Annual Meeting is November 25, 2025 ("record date"). The record date was established by our Board under Missouri law. Holders of Emerson common stock at the close of business on the record date are entitled to receive notice of and vote at the meeting, or in the case of holders in street name, provide voting instructions to their broker, bank or other nominee. Each shareholder of record on the record date is entitled to one vote for each share of our common stock held on that date. There is no cumulative voting with respect to the election of Directors. On the record date, there were issued and entitled to be voted 562,302,093 shares of our common stock, par value $0.50 per share.

6. What are the different methods I can use to vote my shares?

By Telephone or Internet: All shareholders of record may vote their shares by telephone (within the United States, U.S. territories and Canada, there is no charge for the call) or by internet, using the procedures and instructions described on the proxy card, notice of internet availability of proxy materials and other enclosures. If you vote by telephone or internet, you need not mail back your proxy card. A control number, located on the proxy card or Notice, must be provided to verify your identity and allow you to vote your shares and confirm that your voting instructions have been properly recorded. Street name holders may vote by telephone or internet if their brokers, banks or other nominees make those methods available. Each broker, bank or other nominee will enclose instructions with the proxy materials. Follow the voting instructions on the form you receive from that firm.

In Writing: All shareholders also may vote by mailing their completed and signed proxy card (in the case of shareholders of record) or their completed and signed voting instruction form (in the case of street name holders).

At the Meeting: All shareholders of record may vote at the meeting by following the instructions on the virtual meeting site, accessible at ***www.virtualshareholdermeeting.com/EMR2026***, and entering the 16-digit control number on the notice of internet availability, proxy card, or voting instruction form. Street name holders must obtain a legal proxy and other instructions from their broker, bank or other nominee in order to vote at the meeting through the virtual meeting site.

7. How many votes must be present to hold the 2026 Annual Meeting?

To conduct the meeting, a majority of our issued and outstanding shares entitled to vote as of the record date for the meeting, November 25, 2025, must be present in person or by proxy at the meeting. This is referred to as a quorum. Your shares are counted as present at the meeting if you attend the meeting and vote in person or if you properly vote by internet, telephone or mail. Abstentions, proxies which are marked or voted to deny discretionary authority on other matters and shares of record held by a broker, bank or other nominee ("broker shares") that are voted on any matter are also included in determining the number of shares present. Broker shares that are not voted on any matter will not be included in determining whether a quorum is present.

8. What vote is required to pass the proposals?

If a quorum is present, the affirmative vote of a majority of the shares entitled to vote that are present in person or represented by proxy at the 2026 Annual Meeting is required to elect Directors, to approve the compensation of the Company's NEOs, to ratify the appointment of KPMG and to act on any other matters properly brought before the meeting. In addition, the affirmative vote of 85% of the total voting power of all outstanding shares, whether or not present or represented by proxy at the 2026 Annual Meeting, is required to amend the Company's Restated Articles of Incorporation to declassify the Company's Board of Directors.

Shares represented by proxies which are marked or voted "AGAINST" or "ABSTAIN" with respect to the election of any one or more nominees for election as Directors, proxies which are marked or voted "abstain" on the other proposals, and proxies which are marked or voted to deny discretionary authority on other matters will be counted for the purpose of determining the number of shares represented by proxy at the meeting. Such proxies will thus have the same effect as a vote against such nominee or nominees, against such proposals and against such other matters, respectively.

9. What if I do not specify a choice for a matter when returning a proxy?

If your proxy card is signed and returned without specifying choices, the shares will be voted FOR the nominees for Director in Proposal 1, FOR the approval, on an advisory basis, of the compensation of the Company's NEOs in Proposal 2, FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm in Proposal 3, and FOR the approval of a proposed amendment to our Restated Articles of Incorporation to declassify the Company's Board of Directors in Proposal 4. Otherwise, signed proxy cards without specified choices will be voted in the discretion of the proxies.

10. How will my shares be voted on any other matters to come before the meeting?

The Company knows of no other matters to come before the meeting. If any other matters properly come before the meeting, the proxies solicited hereby will be voted on such matters in the discretion of the persons voting such proxies, who are members of the Company's management, except proxies which are marked to deny discretionary authority. The Company knows of no reason why any of the nominees for Director named herein would be unable to serve. In the event, however, that any nominee named should prior to the election become unable to serve as a Director, your proxy (unless designated to the contrary) will be voted for such other person or persons, if any, as the Board of Directors of the Company may recommend.

11. Will my shares be voted if I do not provide my proxy or voting instructions?

Shareholders of Record: If you are a shareholder of record, your shares will not be voted if you do not provide your proxy or vote in person at the meeting. It is, therefore, important that you vote your shares.

Street Name Holders: If your shares are held in street name and you do not provide your voting instructions to your broker, bank or other nominee, your shares may be voted by your broker, bank or other nominee only on certain "routine" matters, pursuant to rules of the NYSE.

Only the ratification of the selection of KPMG LLP as our independent registered public accounting firm is considered a "routine" matter for which brokers, banks or other nominees may vote uninstructed shares. The other proposals to be voted on at the meeting are not considered "routine" under NYSE rules. If you do not provide voting instructions on a non-routine matter, your broker may indicate on the proxy that it does not have discretionary voting authority and your shares will not be voted on that matter, which is referred to as a "broker non-vote." Broker non-votes will not be considered as present and entitled to vote with respect to that matter and thus will have no effect on the outcome of the vote with regard to such matters, except that with respect to the proposal to amend the Company's Restated Articles of Incorporation to declassify the Company's Board of Directors, such votes would have the same effect as if the shares represented thereby were voted against such proposal.

12. How can I revoke a proxy or change my vote?

You may revoke your proxy at any time before it is voted (in the case of proxy cards) by giving notice to the Secretary of the Company or by executing and mailing a later-dated proxy. To revoke a proxy, or change your vote cast, by telephone or internet, you must do so by telephone or internet, respectively (following the directions on your proxy card), by 11:59 p.m. Eastern Standard Time on February 2, 2026. If your shares are held in street name, you should follow the instructions provided by your broker, bank or other nominee to revoke or change your voting instructions.

13. Who will pay the cost of this proxy solicitation?

The solicitation will be by internet and mail and the expense thereof will be paid by the Company. The Company has retained Innisfree M&A Incorporated to assist in the solicitation of proxies at an estimated cost of $17,500 plus expenses. In addition, solicitation of proxies may be made by additional mailings, electronic mail, telephone or in person by Directors, officers or other employees of the Company and we may request brokerage houses, banks and other custodians, nominees and fiduciaries to forward soliciting material to the beneficial owners of shares held of record by such persons. We will reimburse such persons for expenses incurred in forwarding such soliciting material.

14. How do I obtain admission to the 2026 Annual Meeting?

Please see "Proxy Statement Summary—Attending the Meeting" above for information on attending the meeting and required information. If you have questions regarding whether you have the required information, please contact the Emerson Investor Relations Department at 314-553-2197 in advance of the meeting. Participants may access the virtual meeting site beginning at 9:45 a.m. Central Time to allow log-in prior to the start of the Annual

Meeting at 10:00 a.m., Central Time. To access the virtual meeting please visit ***www.virtualshareholdermeeting.com/EMR2026***. Also, recording the meeting is prohibited. We thank you in advance for your patience and cooperation with these rules.

15. What does it mean if I receive more than one proxy card?

It means that you have multiple accounts with brokers and/or our transfer agent. Please vote all shares represented by each proxy card or other voter information card received from your bank or broker. We recommend that you contact your bank or broker, or our transfer agent, to consolidate as many accounts as possible under the same name and address. Our transfer agent is Computershare Trust Company, N.A., P.O. Box 43006, Providence, Rhode Island 02940; you can reach Computershare at 1-888-213-0970 (from within the U.S. or Canada) or 1-201-680-6578 (from outside the U.S. or Canada) or 1-781-575-4592 (TDD for Hearing Impaired).

16. May shareholders ask questions at the 2026 Annual Meeting?

Yes. Shareholders will have an opportunity to ask questions during the Q&A period of the meeting. In order to provide an opportunity for everyone who wishes to ask a question, each shareholder will be limited to two minutes. Please follow the instructions on the virtual meeting site regarding how to submit questions. When submitting questions, shareholders must confine their questions to matters that relate directly to the business of the meeting.

Other Matters

Future Shareholder Proposals and Nominations

Proposals for Inclusion in Proxy Statement Pursuant to Rule 14a-8

Proposals of shareholders intended to be presented at the 2026 Annual Meeting to be held on February 2, 2027, must be received by the Company by August 14, 2026, for inclusion in the Company's proxy statement and proxy relating to that meeting pursuant to Rule 14a-8 under the Exchange Act. Upon receipt of any such proposal, the Company will determine whether or not to include such proposal in the proxy statement and proxy in accordance with regulations governing the solicitation of proxies.

Proposals and Nominations Not for Inclusion in Proxy Statement

In accordance with our Bylaws, a shareholder who intends to submit an item of business, including a Director nomination or other proposal, outside of our proxy statement, at an Annual Meeting must comply with the requirements of our Bylaws including the provision of timely notice to the Secretary of the Company in advance of the meeting. To be timely, a shareholder's notice ordinarily must be received at the principal executive offices of the Company not less than 90 nor more than 120 days before the meeting. For the 2027 Annual Meeting of Shareholders to be held on February 2, 2027, such notice must be received between October 5 and November 4, 2026. However, if the Company gives less than 100 days' (1) notice of the meeting or (2) prior public disclosure of the date of the meeting, then such notice must be received within 10 days after notice of the meeting is mailed or other public disclosure of the meeting is made.

A shareholder's notice to the Secretary shall set forth (i) as to each matter the shareholder proposes to bring before the Annual Meeting, a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the Annual Meeting, and (ii) as to the proposing shareholder(s) and the beneficial owner, if any, on whose behalf the proposal is made, and their respective affiliates or associates or others acting in concert therewith various "proposing shareholder information" as specified in detail in our Bylaws. This proposing shareholder information includes such information as material interests or arrangements, names and addresses, the number of shares beneficially owned, any derivative or hedging positions, any material interest in any contract with the Company or any affiliate or competitor, all information that would be required to be set forth in a Schedule 13D (or an amendment) if such a statement were required, any other information relating to any such person that would be required to be disclosed in a proxy statement or proxy contest, a representation whether any such person is or intends to participate in the solicitation of proxies, and a representation that the shareholder is a shareholder of record entitled to vote and intends to continue to hold such stock of the Company through the meeting.

In addition to the proposing shareholder information, for Director nominations outside of our proxy statement, the notice shall also include, as to each person whom the shareholder proposes to nominate, the information specified in detail in our Bylaws. Such information includes the name, age, business address and residence of such nominee, the principal occupation, the number of shares beneficially owned, any other information relating to such person that is required to be disclosed in solicitations of proxies for Director elections or is otherwise required, in certain cases details of any relationship, or understanding between the shareholder(s) and the nominee.

Our Bylaws also set out specific eligibility requirements that nominees for Director must satisfy, which require nominees to:

- complete and return a written questionnaire with respect to the background and qualification of the nominee and the background of any other person or entity on whose behalf the nomination is being made; and
- provide a written representation and agreement that the nominee:
  - is not and will not become a party to (1) any agreement or arrangement with, and has not given any commitment or assurance to, any person as to how such nominee will act or vote (a "Voting Commitment") that has not been disclosed to us or (2) any Voting Commitment that could limit or interfere with the nominee's ability to comply with the nominee's fiduciary duties under applicable law;
  - is not and will not become a party to any agreement or arrangement with any person with respect to any compensation, reimbursement or indemnification in connection with service as a director that has not been disclosed therein; and
  - if elected, would be in compliance and will comply with all of our applicable corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines.

These requirements are separate from the requirements a shareholder must meet to have a proposal included in the Company's proxy statement. The foregoing time limits also apply in determining whether notice is timely for purposes of

rules adopted by the SEC relating to the exercise of discretionary voting authority. The foregoing time limits also apply to shareholders seeking to utilize the universal proxy rules, as described below.

Director Nominees for Inclusion in Proxy Statement (Proxy Access)

In August 2017, the Board amended the Bylaws to permit a holder (or a group of not more than 20 holders) of at least 3% of our outstanding common stock continuously for at least three years to nominate and include in our proxy materials director nominees constituting up to the greater of two individuals or 20% of the Board, provided that the nominating holder(s) and the nominee(s) satisfy the requirements specified in the Bylaws, including providing the Company with advance notice of the nomination. Notice of director nominees submitted under these Bylaw provisions must be delivered to and received by the Secretary of the Company, whose address is 8027 Forsyth Blvd., St. Louis, Missouri 63105, no sooner than July 15, 2026, and no later than August 14, 2026 to be considered timely for purposes of the Company's 2027 Annual Meeting.

To utilize proxy access, among other things, the electing shareholder and proposed nominee must comply with the detailed requirements set forth in our Bylaws, including the provision of the proposing shareholder information, various other required information, representations, undertakings, agreements and other requirements as set forth in the Bylaws and as required by law.

In each case the notice must be given to the Secretary of the Company, whose address is 8027 Forsyth Blvd., St. Louis, Missouri 63105. Any shareholder desiring a copy of the Company's Bylaws will be furnished one without charge upon written request to the Secretary. A copy of the Bylaws is available on the Company's website at www.Emerson.com, Company, Investors, Governance, Governance Documents, Bylaws.

Universal Proxy Rules

In addition to satisfying the foregoing requirements, including the timing and other requirements, under the Bylaws summarized above under "—Proposals and Nominations Not for Inclusion in Proxy Statement," to comply with the universal proxy rules, shareholders who intend to solicit proxies in support of director nominees other than the Company's nominees for the 2027 Annual Meeting must also provide notice to Secretary of the Company, whose address is 8027 Forsyth Blvd., St. Louis, Missouri 63105, that sets forth all information required by Rule 14a-19 under the Exchange Act no later than December 5, 2026 (or, if the 2027 Annual Meeting is called for a date that is not within 30 calendar days of the anniversary of the date of the 2026 Annual Meeting, then notice must be provided by the later of 60 calendar days prior to the date of the 2027 Annual Meeting or by the close of business on the tenth calendar day following the day on which public announcement of the date of the 2027 Annual Meeting is first made). A shareholder seeking to utilize the universal proxy rules must comply with those rules and must also comply with our Bylaws, including the obligation to provide timely notice (not less than 90 nor more than 120 days before the meeting) as described above under "—Proposals and Nominations Not for Inclusion in Proxy Statement."

Communications with the Company and Obtaining Emerson Documents

Shareholders and other interested persons may contact the Independent Chair of the Board or any of our Directors in writing c/o Emerson Electric Co., 8027 Forsyth Blvd., St. Louis, Missouri 63105, Attn: Secretary. All such letters will be forwarded promptly to the Independent Chair of the Board or relevant Director.

The Company's Corporate Governance Principles and Practices and the charters of all Board committees are available on the Company's website at www.Emerson.com, Company, Investors, Governance, Governance Documents. The foregoing documents are available in print to shareholders upon written request delivered to Emerson Electric Co., 8027 Forsyth Blvd., St. Louis, Missouri 63105, Attn: Secretary.

Additional Filings

The Company's Forms 10-K, 10-Q, 8-K and all amendments to those reports are available without charge through the Company's website on the internet as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. They may be accessed as follows: www.Emerson.com, Company, Investors, SEC filings. Information on our website does not constitute part of this proxy statement.

Householding of Proxies

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for annual reports, proxy statements and notices of internet availability of proxy materials with respect to two or more shareholders sharing the same address by delivering a single annual report, proxy statement and/or a notice of internet availability of proxy materials addressed to those shareholders. This process, which is commonly referred to as "householding," can provide extra convenience for shareholders and cost savings for companies. The Company and some brokers household annual reports, proxy materials and notices of internet availability of proxy materials, delivering a single

annual report, proxy statement and/or notice of internet availability of proxy materials to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders.

Once you have received notice from your broker or the Company that your broker or the Company will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate annual report, proxy statement and notice of internet availability of proxy materials, or if you currently receive multiple copies of these documents and would prefer to participate in householding, please notify your broker if your shares are held in a brokerage account or us if you hold registered shares. You can notify us by sending a written request to Emerson Electric Co., 8027 Forsyth Blvd., St. Louis, Missouri 63105, Attn: Investor Relations, or by telephoning 314-553-2197 or by visiting our website.

Forward-Looking Statements

This Proxy Statement may include forward-looking statements within the meaning of Section 21E of the Securities Exchange Act that are intended to enjoy the protection of the safe harbor for forward-looking statements provided by the Securities Exchange Act and other federal securities laws. All statements other than statements of historical or current facts, including statements regarding our strategy, outlook, operations, prospects, aspirational purpose, causes, values, and related commitments, goals or targets are forward-looking. We use words such as “anticipates,” “believes,” “expects,” “future,” “intends,” and similar expressions to identify forward-looking statements. These forward-looking statements are based on current expectations and are subject to risks and uncertainties. Emerson undertakes no obligation to update any such statements to reflect later developments. Examples of risks and uncertainties that may cause our actual results or performance to be materially different from those expressed or implied by forward looking statements include the scope, duration and ultimate impacts of the Russia-Ukraine and other global conflicts, as well as economic and currency conditions, market demand, pricing, protection of intellectual property, cybersecurity, tariffs, competitive and technological factors, inflation, among others, which are set forth in the “Risk Factors” of Part I, Item 1A, and the “Safe Harbor Statement” of Part II, Item 7, to the Company’s Annual Report on Form 10-K for the year ended September 30, 2025 and in subsequent reports filed with the SEC, which are available at http://www.sec.gov. Website references throughout this document are provided for convenience only, and the content on the referenced websites is not incorporated by reference into this document.

Appendix A
Emerson Director Independence Standards

In order to be considered independent under the rules of the New York Stock Exchange, the Board must determine that a director does not have any direct or indirect material relationship with Emerson Electric Co. ("Emerson"). The Board has established the following guidelines to assist it in determining director independence under the NYSE rules. Any Director who meets the following standards will be deemed independent by the Board:

1. The Director was not employed by Emerson, and no immediate family member of the Director was employed by Emerson as an executive officer, within the preceding three years;
2. The Director is not a partner or employee of Emerson's independent auditor, and no immediate family member of the Director is a partner of Emerson's independent auditor, or is employed by such auditor and personally works on Emerson's audit, and neither the Director nor any immediate family member has been within the preceding three years a partner of or employed by Emerson's independent auditor and has personally worked on Emerson's audit within that time;
3. Neither the Director nor any immediate family member of the Director was employed as an executive officer by any company at the same time any Emerson executive officer served as a member of such company's compensation committee within the preceding three years;
4. Neither the Director, nor any member of the Director's immediate family received in any twelve-month period during any of Emerson's last three fiscal years direct compensation in excess of $120,000 from Emerson other than regular director compensation, pension and other deferred payments that are not in any way contingent on continued service to Emerson, and compensation received by an immediate family member for service as a non-executive officer of Emerson;
5. If the Director is an employee of, or if any immediate family member is an executive officer of, another organization that does business with Emerson, the annual sales to, or purchases from, Emerson by such company in each of the last three fiscal years were less than the greater of two percent of the annual revenues of such company or $1,000,000;
6. If the Director is an executive officer of another organization which is indebted to Emerson, or to which Emerson is indebted, the total amount of either company's indebtedness to the other is less than two percent of the total consolidated assets of the company the Director serves as an executive officer;
7. If the Director is, or is a director, executive officer or greater than 10% owner of an entity that is, a paid advisor, paid consultant or paid provider of professional services to Emerson, any member of Emerson's senior management or any immediate family member of a member of Emerson's senior management, the amount of such payments is less than the greater of 2% of such entity's annual revenues or $1,000,000 during Emerson's current fiscal year;
8. If the Director is a partner, principal or counsel in a law firm that provides professional services to Emerson, the amount of payments for such services is less than the greater of 2% of such law firm's annual revenues or $1,000,000 during Emerson's current fiscal year;
9. If the Director serves as an officer, director or trustee of a charitable organization to which Emerson makes contributions: (i) Emerson's discretionary contributions to such organization are less than the greater of two percent of such organization's total annual charitable receipts or $1 million; (ii) Emerson's contributions are normal matching charitable gifts and similar programs available to all employees and independent directors; or (iii) the charitable donation goes through the normal corporate charitable donation approval processes, and is not made "on behalf of" a Director;
10. The Director's ownership of Emerson stock, direct or indirect, is less than 1% of the total outstanding Emerson stock;
11. If the Director is affiliated with, or provides services to, an entity in which Emerson has an ownership interest, such ownership interest is less than 20%;
12. Any other relationship between the Director and Emerson not covered by the standards set forth above is an arrangement that is usually and customarily offered to customers of Emerson; and
13. If any relationship exists between Emerson and any Director that is not addressed by the standards set forth above, the Directors meeting these standards shall determine whether such relationship impairs the independence of such Director.

Appendix B

Proposed Amendment to Restated Articles of Incorporation to Declassify the Board

ARTICLE 5

1. Board of Directors

The property and business of the Corporation shall be controlled and managed by its Board of Directors. Qualifications of Directors may be prescribed in the By-laws of the Corporation. The number of Directors shall be fixed by, or in the manner provided in, the By-laws; provided that the By-laws shall provide for three or more Directors and provided further that the Corporation shall give written notice to the Secretary of State of the State of Missouri of any change in the number of Directors within thirty (30) calendar days of the date of such change. ~~The Board of Directors shall be divided into three classes, as nearly equal in number as possible, with the mode of such classification to be provided for in the By-laws.~~ Except as otherwise provided in the By-laws with respect to the implementation of this Article 5, at and after the annual meeting of shareholders that is held in calendar year 2027 (the "2027 Annual Meeting"), Directors shall be elected to hold office for a term ~~of three years, with the term of office of one class expiring each year~~ expiring at the next annual meeting of shareholders; provided, however, that any Director in office immediately after the annual meeting of shareholders held in calendar year 2026 who was elected to hold office for a term that expires after the 2027 Annual Meeting shall continue to hold such office until the end of the term for which such Director was elected.

Appendix C
GAAP to Non-GAAP Reconciliations

2025 Underlying Sales Change[1]	FY25
Reported (GAAP)	3%
(Favorable) / Unfavorable FX	—%
(Acquisitions)/Divestitures	—%
Underlying (Non-GAAP)	3%

Adjusted Earnings Per Share[2]	FY24	FY25	Change
Earnings per share (GAAP)	$2.82	$4.03	43%
Amortization of intangibles	1.43	1.35	
Restructuring and related costs	0.33	0.23	
Amortization of acquisition-related inventory step-up	0.38	0.33	
Acquisition/divestiture costs	0.26	0.06	
Loss on divestiture of business	0.09	—	
Loss on Copeland note receivable	0.38	—	
Discrete taxes	(0.10)	—	
Gain on subordinated interest	(0.10)	—	
Adjusted earnings per share	$5.49	$6.00	9%

Total Business Adjusted Segment EBITA Margin[3]	FY25	Change
Pretax margin (GAAP)	16.3%	480bps
Corporate items and interest expense, net	4.7%	
Amortization of intangibles and restructuring and related costs	6.0%	
Restructuring and related costs	1.0%	
Adjusted Total Business Segment EBITA margin (Non-GAAP)	27.6%	160bps

Year-To-Date Cash Flow	FY25 ($ in millions)	Change
Operating cash flow (GAAP)	$3,676	11%
Capital expenditures	(431)	3%
Free cash flow (Non-GAAP)	$3,245	12%

(1) Underlying sales excludes the impact of currency translation and significant acquisitions and divestitures.

(2) Adjusted EPS excludes intangibles amortization expense, restructuring and related costs, the amortization of acquisition-related inventory step-up, acquisition/divestiture gains, losses, fees and related costs, discrete taxes.

(3) Represents total segment earnings excluding restructuring and intangibles amortization expense.



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EMERSON

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SCAN TO VIEW MATERIALS & VOTE

WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING. BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK. IF YOU VOTE BY INTERNET OR PHONE, YOU DO NOT NEED TO RETURN THIS PROXY CARD.

VOTE BY INTERNET
Before The Meeting - Go to **www.proxyvote.com or scan the QR Barcode above**

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. Eastern Time on February 2, 2026 for shares held directly and by 11:59 P.M. Eastern Time on January 29, 2026 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to **www.virtualshareholdermeeting.com/EMR2026**

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. Eastern Time on February 2, 2026 for shares held directly and by 11:59 P.M. Eastern Time on January 29, 2026 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. If you vote by mail, your proxy card must be received prior to the start of the Annual Meeting of Shareholders for your vote to be counted.

SPECIAL VOTING DEADLINE NOTICE TO PARTICIPANTS IN EMERSON ELECTRIC CO. BENEFIT PLANS
If you own shares of Emerson Electric Co. common stock through any benefit plan of Emerson or any of its subsidiaries, the shares represented by your proxy card include those shares. To allow sufficient time for the plan trustees to vote, the trustees must receive your voting instructions by 11:59 P.M. Eastern Time on January 29, 2026. If the trustees do not receive your properly completed instructions by that date, the trustees will vote the shares in the same proportion as the votes that the trustees receive from other plan participants, unless otherwise required by law.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V81286-Z91448-P40330 — KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. — DETACH AND RETURN THIS PORTION ONLY

EMERSON ELECTRIC CO.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE FOLLOWING NOMINEES:

1. ELECTION OF DIRECTORS FOR TERMS ENDING IN 2029

Nominees:	**For**	**Against**	**Abstain**
1a. Martin S. Craighead	☐	☐	☐
1b. Gloria A. Flach	☐	☐	☐
1c. Matthew S. Levatich	☐	☐	☐

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE FOLLOWING:	**For**	**Against**	**Abstain**
2. Approval, by non-binding advisory vote, of Emerson Electric Co. executive compensation.	☐	☐	☐
3. Ratification of Independent Registered Public Accounting Firm.	☐	☐	☐
4. Approval of the Amendment to Restated Articles of Incorporation to Declassify the Company's Board of Directors.	☐	☐	☐

To act upon such further business as may properly come before the meeting, or any adjournment or postponement thereof.

(**NOTE:** Please sign exactly as your name(s) appear(s) hereon. All holders must sign. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. If a corporation, please sign in full corporate name by authorized officer. If a partnership, please sign in partnership name by authorized person.)

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date



Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and our Annual Report to Shareholders, including our Annual Report on Form 10-K, for the fiscal year ended September 30, 2025, are available at www.proxyvote.com.

V81287-Z91448-P40330



PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned, revoking all prior proxies, does hereby appoint S.L. KARSANBHAI, M. TANG, and J.A. SPERINO, or any of them, with full powers of substitution, the true and lawful attorneys-in-fact, agents and proxies of the undersigned to represent the undersigned at the Annual Meeting of the Shareholders of EMERSON ELECTRIC CO., to be held on February 3, 2026, commencing at 10:00 A.M., Central Standard Time, via the internet at www.virtualshareholdermeeting.com/EMR2026, and at any and all adjournments or postponements of said meeting, and to vote all the shares of Common Stock of the Company standing on the books of the Company which the undersigned is entitled to vote as specified and in their discretion on such other business as may properly come before the meeting. The matters stated on the reverse side were proposed by the Company, except as indicated.

THIS PROXY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR EACH OF THE NOMINEES FOR ELECTION LISTED IN PROPOSAL 1, FOR PROPOSALS 2, 3 AND 4, AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

(Continued, and to be marked, dated and signed, on the other side)