

EATON CORPORATION
CHARTER OF GOVERNANCE COMMITTEE

October 26, 2011

The Governance Committee shall be comprised of at least three Directors, all of whom meet the independence requirements of the New York Stock Exchange and the Board of Directors. The Committee members shall be appointed by the Board upon the recommendation of the Governance Committee or a majority of the independent members of the Board. Committee members may be removed by the Board at any time upon the recommendation of the Governance Committee or a majority of the independent members of the Board.

The Governance Committee shall have the following responsibilities:

1. Recommend to the Board improvements in the Company's processes of corporate governance, including proposed changes in the Board Governance Policies.
2. Advise the Board on changes in the size and composition of the Board.
3. Make recommendations to the Board regarding the structure and responsibilities of Board Committees, recommend one year in advance a member of each standing Board Committee to be appointed Chair of the Committee, and annually submit to the Board candidates to be appointed members and Chair of each standing Committee.
4. In consultation with the Chairman and Chief Executive Officer, identify new Director candidates, and evaluate candidates identified by shareholders, based on the criteria for Board membership listed in the Board Governance Policies and such other criteria as the Committee may deem appropriate. Taking into account input from all Directors, the Committee shall then consider recommending to the Board the nomination of one or more such candidates for election to the Board.
5. Recommend to the Board incumbent Directors who should be nominated for re-election, following the process described in the Board Governance Policies.
6. Oversee the orientation of new Directors and review the continuing education needs of the Directors relating to their roles and responsibilities as members of the Board and its Committees.
7. Recommend to the Board compensation of non-employee Directors.
8. Administer the Board's policy on Director retirements and resignations.
9. Administer the Directors' stock ownership guidelines.

10. Establish guidelines, procedures and minimum requirements to be used by the Directors to evaluate the performance of the Board, the Audit Committee, Compensation and Organization Committee, Finance Committee and Governance Committee.
11. Provide oversight regarding significant public policy issues with respect to the Company's relationships with shareholders, employees, customers, competitors, suppliers and the communities in which it operates, including the following areas:
 - (a) Ethics compliance
 - (b) Environmental, health and safety issues
 - (c) Community relations
 - (d) Government relations
 - (e) Charitable contributions
 - (f) Shareholder relations, including recommended responses to shareholder proposals
12. Review the Company's Code of Ethics, including its programs to promote ethical and legal conduct, to facilitate anonymous reporting of violations and to assure protection of employees who report violations in good faith, and from time to time recommend the amendment of the Code of Ethics.
13. Periodically report to the Board concerning the Committee's actions, conclusions and recommendations.
14. Assure that self-assessments of the Governance Committee are conducted annually.
15. Review and reassess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval.

The Governance Committee shall have the authority to retain and terminate consultants and other advisors to advise the Committee in the performance of its responsibilities, including search firms to be used to identify Director candidates. The Committee shall exercise sole authority to approve the fees and other retention terms for such consultants and other advisors, who will report directly to the Committee.