

Date May 21, 2012
For Release Immediately
Contact Gary Klasen, Eaton media relations, (216) 523-4736
Don Bullock, Eaton investor relations, (216) 523-5127
David Barta, Cooper chief financial officer, (713) 209-8478

Eaton to Acquire Cooper Industries to Form Premier Global Power Management Company

Complementary Products and Markets Create Opportunities for Growth in Global Electrical Industry

Cooper Shareholders to Receive \$39.15 per Share in Cash and 0.77479 in Ordinary Shares for 29% Premium; Transaction Equity Value of \$11.8 Billion

Transaction Expected to be Accretive to EPS in 2014

CLEVELAND, OHIO and DUBLIN, IRELAND – (May 21, 2012) – Diversified industrial manufacturer Eaton Corporation (NYSE: ETN) (“Eaton”) and electrical equipment supplier Cooper Industries plc (NYSE: CBE) (“Cooper”) today announced they have entered into a definitive agreement under which Eaton will acquire Cooper in a transaction that will significantly increase the capabilities and geographic breadth of the combined company’s power management portfolio and electrical business.

The announcement required under the Irish Takeover Rules has been made (the “Rule 2.5 Announcement”) and is available at www.eaton.com.

Founded in 1833, Cooper is a leading supplier of electrical equipment with a wide range of electrical products including electrical protection, power transmission and distribution, lighting and wiring components. This suite of electrical products enhances customer energy efficiency and safety across a number of end markets globally.

Founded in 1911, Eaton is a global power management company. Its electrical business is a global leader in power distribution, power quality, control and automation, power monitoring, and energy management products and services. Eaton is positioned to answer today's most critical power management challenges through its electrical, aerospace, hydraulics and vehicle businesses.

At the close of the transaction, which is expected in the second half of 2012, Eaton and Cooper will be combined under a new company incorporated in Ireland, where Cooper is incorporated today. The newly created company, which is expected to be called Eaton Global Corporation Plc or a variant thereof ("New Eaton"), will be led by Alexander M. Cutler, Eaton's current chairman and chief executive officer.

"This compelling combination of Eaton's power distribution and power quality equipment and systems with Cooper's diversified component brands, global reach and international distribution creates a game changer to serve the electrical industry," said Cutler. "We're excited about bringing together two great companies to create shareholder value and continue our global growth. This combination significantly expands our ability to better serve our customers with their demands for critical energy saving technologies as they address the impact of the world's growing energy needs."

"We are extremely pleased to become part of Eaton's global electrical business," said Kirk Hachigian, chairman and chief executive officer of Cooper. "This combination creates endless opportunities to accelerate growth and serve our global customers through combining technology, distribution, penetrating important vertical industries and entering new emerging markets. The two companies are a perfect fit in every respect."

The combined company would have had historical 2011 revenues of \$21.5 billion and EBITDA of \$3.1 billion, and it is expected to enhance shareholder value by:

- Leveraging complementary product offerings between Eaton and Cooper's electrical businesses.
- Accelerating long-term growth potential by increasing exposure to attractive end markets and service opportunities.
- Better satisfying customer global demands for energy efficiency and electrical safety.

- Generating approximately \$535 million in expected annual synergies by 2016¹.

The Acquisition is expected to be accretive to operating earnings per share by \$0.35 in 2014 and by \$0.45 in 2015. Excluding the non-cash expense related to the amortization of intangibles arising from purchase accounting, the Acquisition is expected to be accretive to operating earnings per share by \$0.65 in 2014 and by \$0.75 in 2015². The Acquisition will be financed with a mixture of cash, debt, and equity.

Under the terms of the Transaction Agreement, Cooper Shareholders will receive \$39.15 in cash and 0.77479 shares of New Eaton for each Cooper share. Based on the Closing Price for Eaton common stock on Friday May 18, 2012, Cooper Shareholders will receive cash and shares valued at \$72.00 per share, representing a premium of 29 percent and a total transaction equity value of approximately \$11.8 billion³. Eaton Shareholders will receive one share of the new company for each share of Eaton that they own upon closing. The transaction will be taxable, for U.S. federal income tax purposes, to both the Eaton Shareholders and the Cooper Shareholders.

Eaton Shareholders are expected to own approximately 73 percent of the combined company while legacy Cooper Shareholders are expected to own approximately 27 percent. Shares of New Eaton will be registered with the U.S. SEC and are expected to trade on the New York Stock Exchange under the ticker symbol ETN.

Eaton has secured a \$6.75 billion fully underwritten bridge financing commitment from Morgan Stanley Bank, N.A., Morgan Stanley Senior Funding, Inc. and Citibank, N.A. to finance the cash portion of the Acquisition. Eaton plans to later refinance these bridge borrowings through a new term debt issuance, use of cash on hand, and the possible sale of assets.

APPROVALS

¹ The total expected annual synergies of \$535 million comprise \$375 million of pre-tax operating synergies, and \$160 million of global cash management and resultant tax benefits related to the combined company being incorporated in Ireland.

² The statement that this acquisition is earnings accretive should not be interpreted to mean that the earnings per share in the current or any future financial period will necessarily match or be greater than those for the relevant preceding financial period.

³ The fully diluted share capital of Cooper assumes full exercise of the outstanding Cooper share options and vesting of outstanding share awards under the Cooper Share Plans.

The combination is subject to the terms of a Transaction Agreement among Eaton, Cooper, New Eaton and certain other parties. The acquisition of Cooper by New Eaton will be effected by means of a “scheme of arrangement” under Irish law pursuant to which New Eaton will acquire all of the outstanding shares of Cooper from Cooper Shareholders for cash and shares (the “Acquisition”). The Acquisition will be subject to the terms and conditions to be set forth in the scheme of arrangement document to be delivered to Cooper Shareholders. To become effective, the scheme of arrangement will require, among other things, the approval of a majority in number of Cooper Shareholders, present and voting either in person or by proxy at a special Cooper Shareholder meeting, representing 75 percent or more in value of the Cooper shares held by such holders. Following the requisite Cooper Shareholder approval being obtained, the sanction of the Irish High court is also required. In addition, the Transaction Agreement must be adopted by shareholders holding two-thirds of the outstanding voting shares of Eaton in a special shareholder meeting. The Acquisition, which is unanimously recommended by the Boards of Directors of both companies, also is subject to receipt of certain regulatory approvals and certain other conditions, as more particularly set out in Appendix III to the Rule 2.5 Announcement.

CONFERENCE CALL WITH EATON AND COOPER MANAGEMENT AT 10:00 AM EASTERN, MAY 21, 2012

Eaton’s and Cooper’s conference call to discuss this transaction is available to all interested parties as a live teleconference today at 10 a.m., Eastern time, in the U.S. at the following phone numbers: U.S.: 800 288 8960; international: +1 612 288 0340. The confirmation number is 249387. This news release can be accessed under its headline on the Eaton home page at www.eaton.com. Also available on the website prior to the call will be a presentation on this transaction that will be covered during the call.

ABOUT EATON:

Eaton is a diversified power management company with more than 100 years of experience providing energy-efficient solutions that help our customers effectively manage electrical, hydraulic and mechanical power. With 2011 revenues of \$16.0 billion, Eaton is a global technology leader in electrical components, systems and services for power quality, distribution and control; hydraulics components, systems and services for industrial and mobile equipment; aerospace fuel, hydraulics and pneumatic systems for commercial and

military use; and truck and automotive drivetrain and powertrain systems for performance, fuel economy and safety. Eaton has approximately 72,000 employees and sells products to customers in more than 150 countries.

ABOUT COOPER:

Cooper is a diversified global manufacturer of electrical components and tools, with 2011 revenues of \$5.4 billion. Founded in 1833, Cooper’s sustained success is attributable to a constant focus on innovation and evolving business practices, while maintaining the highest ethical standards and meeting customer needs. Cooper has seven operating divisions with leading positions and world-class products and brands including Bussmann electrical and electronic fuses; Crouse-Hinds and CEAG explosion-proof electrical equipment; Halo and Metalux lighting fixtures; and Kyle and McGraw-Edison power systems products. With this broad range of products, Cooper is uniquely positioned for several long term growth trends including the global infrastructure build out, the need to improve the reliability and productivity of the electric grid, the demand for higher energy-efficient products and the need for improved electrical safety. In 2011, 62% of total sales were to customers in the industrial and utility end-markets and 40% of total sales were to customers outside the United States. Cooper has manufacturing facilities in 23 countries as of 2011.

FOR MORE INFORMATION:

Eaton		Cooper	
Gary Klasen (Media)	+ 1 (216) 523-4736	David Barta (Senior Vice President and CFO)	+ 1 (713) 209-8478
Don Bullock (Investors)	+ 1 (216) 523-5127		
Citi		Goldman Sachs	
North America		North America	
Niraj Shah	+1 212 816-6000	Dusty Philip	+1 212 902 1000

Sameer Singh +1 212 816-6000

UK & Ireland

UK & Ireland

Basil Geoghegan +44 20 7986 4000

Michael Casey +44 20 7774 1000

Morgan Stanley

North America

William Dotson +1 (212)761-4000

Thomas M. Miles +1 (212)761-4000

UK & Ireland

Colm Donlon +44 20 7425 8000

The directors of Cooper accept responsibility for the information contained in this announcement relating to Cooper and its Associates and the directors of Cooper and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the directors of Cooper (who have taken all reasonable care to ensure such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The directors of Eaton accept responsibility for the information contained in this announcement, other than that relating to Cooper, its Associates and the directors of Cooper and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the directors of Eaton (who have taken all reasonable care to ensure such is the case), the information contained in this announcement for which

they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Citi and Morgan Stanley are acting as joint financial advisers to Eaton and New Eaton and no one else in connection with the Acquisition and will not be responsible to anyone other than Eaton and New Eaton for providing the protections afforded to clients of Citi and Morgan Stanley or for providing advice in relation to the Acquisition, the contents of this announcement or any transaction or arrangement referred to herein.

Goldman Sachs is acting exclusively for Cooper and no one else in connection with the Acquisition and will not be responsible to anyone other than Cooper for providing the protections afforded to clients of Goldman Sachs or for providing advice in relation to the Acquisition, the contents of this announcement or any transaction or arrangement referred to herein.

The full text of the Conditions is set out in Appendix III to the Rule 2.5 Announcement.

NO OFFER OR SOLICITATION

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

New Eaton will file with the SEC a registration statement on Form S-4 that will include the Joint Proxy Statement of Eaton and Cooper that also constitutes a prospectus of New Eaton. Eaton and Cooper plan to mail their respective shareholders (and Cooper Equity Award Holders for information only) the Joint Proxy Statement/prospectus (including the Scheme) in connection with the transactions. INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING THE

SCHEME) AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT EATON, COOPER, NEW EATON, THE TRANSACTIONS AND RELATED MATTERS. Investors and security holders will be able to obtain free copies of the Joint Proxy Statement/prospectus (including the Scheme) and other documents filed with the SEC by New Eaton, Eaton and Cooper through the website maintained by the SEC at www.sec.gov. In addition, investors and shareholders will be able to obtain free copies of the Joint Proxy Statement/prospectus (including the Scheme) and other documents filed by Eaton and New Eaton with the SEC by contacting Eaton Investor Relations at Eaton Corporation, 1111 Superior Avenue, Cleveland, OH 44114 or by calling +1 (888) 328-6647, and will be able to obtain free copies of the Joint Proxy Statement/prospectus (including the Scheme) and other documents filed by Cooper by contacting Cooper Investor Relations at c/o Cooper US, Inc., P.O. Box 4466, Houston, Texas 77210 or by calling +1 (713) 209-8400.

PARTICIPANTS IN THE SOLICITATION

Cooper, Eaton and New Eaton and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the respective shareholders of Cooper and Eaton in respect of the transactions contemplated by the Joint Proxy Statement/prospectus. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of Cooper and Eaton in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the Joint Proxy Statement/prospectus when it is filed with the SEC. Information regarding Cooper's directors and executive officers is contained in Cooper's Annual Report on Form 10-K for the year ended December 31, 2011 and its Proxy Statement on Schedule 14A, dated March 13, 2012, which are filed with the SEC. Information regarding Eaton's directors and executive officers is contained in Eaton's Annual Report on Form 10-K for the year ended December 31, 2011 and its Proxy Statement on Schedule 14A, dated March 16, 2012, which are filed with the SEC.

EATON SAFE HARBOR STATEMENT

This press release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 concerning Eaton, New Eaton, the Acquisition and other transactions contemplated by the Transaction Agreement, our acquisition financing, our long-term credit rating and our revenues and operating earnings. These statements or disclosures may discuss goals, intentions and expectations as to future trends, plans, events, results of operations or financial condition, or state other information relating to Eaton or New Eaton, based on current beliefs of management as well as assumptions made by, and information currently available to, management. Forward-looking statements generally will be accompanied by words such as “anticipate,” “believe,” “plan,” “could,” “estimate,” “expect,” “forecast,” “guidance,” “intend,” “may,” “possible,” “potential,” “predict,” “project” or other similar words, phrases or expressions. These forward-looking statements are subject to various risks and uncertainties, many of which are outside of our control. Therefore, you should not place undue reliance on such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include adverse regulatory decisions; failure to satisfy other closing conditions with respect to the Acquisition; the risks that the new businesses will not be integrated successfully or that we will not realize estimated cost savings and synergies; our ability to refinance the bridge loan on favorable terms and maintain our current long-term credit rating; unanticipated changes in the markets for our business segments; unanticipated downturns in business relationships with customers or their purchases from Eaton; competitive pressures on our sales and pricing; increases in the cost of material, energy and other production costs, or unexpected costs that cannot be recouped in product pricing; the introduction of competing technologies; unexpected technical or marketing difficulties; unexpected claims, charges, litigation or dispute resolutions; new laws and governmental regulations. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect our business described in our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time with the SEC. We do not assume any obligation to update these forward-looking statements.

No statement in this announcement is intended to constitute a profit forecast for any period, nor should any statements be interpreted to mean that earnings or earnings per share will necessarily be greater or lesser than those for the relevant preceding financial periods for Eaton.

COOPER SAFE HARBOR STATEMENT

This press release may contain forward-looking statements concerning the Acquisition, our long-term credit rating and our revenues and operating earnings. These statements or disclosures may discuss goals, intentions and expectations as to future trends, plans, events, results of operations or financial condition, or state other information relating to Cooper, based on current beliefs of management as well as assumptions made by, and information currently available to, management. Forward-looking statements generally will be accompanied by words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “forecast,” “guidance,” “intend,” “may,” “possible,” “potential,” “predict,” “project” or other similar words, phrases or expressions. These statements should be read with caution. They are subject to various risks and uncertainties, many of which are outside of our control. Factors that could cause actual results to differ materially from those in the forward-looking statements include adverse regulatory decisions; failure to satisfy other closing conditions with respect to the Acquisition; the risks that the new businesses will not be integrated successfully or that we will not realize estimated cost savings and synergies; our ability to refinance the bridge loan on favorable terms and maintain our current long-term credit rating; unanticipated changes in the markets for our business segments; unanticipated downturns in business relationships with customers or their purchases from Cooper; competitive pressures on our sales and pricing; increases in the cost of material, energy and other production costs, or unexpected costs that cannot be recouped in product pricing; the introduction of competing technologies; unexpected technical or marketing difficulties; unexpected claims, charges, litigation or dispute resolutions; new laws and governmental regulations. We do not assume any obligation to update these forward-looking statements.

No statement in this announcement is intended to constitute a profit forecast for any period, nor should any statements be interpreted to mean that earnings or earnings per share will necessarily be greater or lesser than those for the relevant preceding financial periods for Cooper.

DEALING DISCLOSURE REQUIREMENTS

Under the provisions of Rule 8.3 of the Irish Takeover Panel Act, 1997, Takeover Rules 2007, as amended (the "Irish Takeover Rules"), if any person is, or becomes, 'interested' (directly or indirectly) in, 1%, or more of any class of 'relevant securities' of Cooper or Eaton, all 'dealings' in any 'relevant securities' of Cooper or Eaton (including by means of an option

in respect of, or a derivative referenced to, any such 'relevant securities') must be publicly disclosed by not later than 3:30 pm (Dublin time) on the business day following the date of the relevant transaction. This requirement will continue until the date on which the Scheme becomes effective or on which the 'offer period' otherwise ends. If two or more persons cooperate on the basis of any agreement, either express or tacit, either oral or written, to acquire an 'interest' in 'relevant securities' of Cooper or Eaton, they will be deemed to be a single person for the purpose of Rule 8.3 of the Irish Takeover Rules.

Under the provisions of Rule 8.1 of the Irish Takeover Rules, all 'dealings' in 'relevant securities' of Cooper by Eaton or 'relevant securities' of Eaton by Cooper, or by any of their respective 'associates' must also be disclosed by no later than 12 noon (Dublin time) on the business day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose 'relevant securities' 'dealings' should be disclosed can be found on the Panel's website at www.irishtakeoverpanel.ie.

'Interests in securities' arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an 'interest' by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Irish Takeover Rules, which can also be found on the Irish Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose a dealing under Rule 8, please consult the Panel's website at www.irishtakeoverpanel.ie or contact the Panel on telephone number +353 1 678 9020; fax number +353 1 678 9289.

GENERAL

This summary should be read in conjunction with the full text of this announcement. Appendix I to the Rule 2.5 Announcement contains further details of the sources of information and bases of calculations set out in this announcement; Appendix II to this announcement contains definitions of certain expressions used in this summary and in this announcement; and Appendix III to this announcement contains the Conditions of the Acquisition and the Scheme.

The release, publication or distribution of this announcement in or into certain jurisdictions may be restricted by the laws of those jurisdictions. Accordingly, copies of this announcement and all other documents relating to the Acquisition are not being, and must not be, released, published, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction. Persons receiving such documents (including, without limitation, nominees, trustees and custodians) should observe these restrictions. Failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies involved in the proposed Acquisition disclaim any responsibility or liability for the violations of any such restrictions by any person.

Any response in relation to the Acquisition should be made only on the basis of the information contained in the Proxy Statement or any document by which the Acquisition and the Scheme are made. Eaton Shareholders and Cooper Shareholders are advised to read carefully the formal documentation in relation to the proposed transaction once the Proxy Statement has been dispatched.

This announcement will be available to Eaton employees on Eaton's website (www.eaton.com) and Cooper employees on Cooper's website (www.cooperindustries.com).

Information on the Rule 2.5 Announcement, Conditions of the Acquisition and the Scheme and the Transaction Agreement are available at: <http://www.businesswire.com/cgi-bin/mmg.cgi?eid=50284424&lang=en>

###