



**Dividend Reinvestment Plan (DRP)
For Eaton Corporation plc.
Sponsored and Administered by Broadridge Corporate Issuer
Solutions, Inc.**

Broadridge Corporate Issuer Solutions, Inc. ("**Broadridge**") is pleased to administer and provide access to a Dividend Reinvestment Plan (the "**Plan**", "**Program**" or "**DRP**"), which offers a means by which existing registered shareholders who hold qualified, freely tradable shares can submit requests to reinvest their dividends or sell shares through a registered broker-dealer, without opening a brokerage account. As administrator of the Plan, Broadridge is acting at the request of Eaton Corporation plc ("**Eaton**"). Broadridge is not acting as a broker-dealer and will not execute any purchase or sale on behalf of such persons. Rather, Broadridge will forward requests to purchase or sell to a broker-dealer appointed by Broadridge, including possibly a broker-dealer affiliated with Broadridge, who will execute the transaction.

If you choose to reinvest dividends or sell registered shares through the Plan, unlike a stock brokerage account, the timing, pricing and manner of transactions through the Plan will be subject to the provisions of the Plan and will be outside your control.

There are fees associated with effectuating transactions under the Plan, which are set forth in the Plan Terms and Conditions. Please review such fees carefully.

The Eaton Corporation plc Dividend Reinvestment Plan is sponsored and administered by Broadridge.

If you have general questions about the Plan, you may contact Broadridge at 1-888-597-8625.

Best Regards,

Broadridge



Overview

The Broadridge Dividend Reinvestment Plan is a direct sale and dividend reinvestment Plan that provides an alternative to traditional methods of buying, holding, and selling shares in Eaton Corporation plc.

Broadridge's Dividend Reinvestment Plan allows you to:

- Purchase in dollar amounts, rather than a certain number of shares, so you can own fractional shares.
- Save money. Broadridge DRP fees are generally lower than commissions and fees charged by a stockbroker.
- Automatically build your investments over time. Your dividends can be reinvested.

Eligibility:

The Dividend Reinvestment Plan is available to existing registered shareholders only who own at least one share of Eaton stock. Regulations in certain countries may, however, limit or prohibit participation in this type of Plan. Persons residing outside the United States who wish to participate in the Broadridge DRP should first contact their financial or legal advisors to determine whether they are subject to any governmental regulations prohibiting their participation. This document provides a general overview and summary of the DRP. Please be sure you read and understand the full Plan Terms and Conditions before enrolling in the DRP.

Questions and Answers

How do I enroll in the Broadridge DRP?

To enroll you must be a registered shareholder of Eaton Corporation plc. You have a choice of submitting a physical Enrollment Form which may be obtained from our website at <https://shareholder.broadridge.com/eaton-corp> under "Forms" or by calling Customer Service at 1-888-597-8625. Broadridge will hold any personal information you provide, as administrator of the Plan and on behalf of Eaton Corporation, pursuant to our Privacy Statement, which can be found at <https://investor.broadridge.com>.

Any applicable fees, can be found in the Plan Terms and Conditions. Broadridge will purchase whole shares and allocate fractional shares of Eaton's stock to equal the dollar amount of your investment, less any applicable fees.

You can choose to reinvest dividends on shares. Please see the Enrollment Form for participation options available. Broadridge will instruct the broker-dealer utilized by the Program to purchase whole shares and allocate any fractional shares of stock to equal the dollar amount of the reinvested dividends, less any applicable fees and tax withholdings. See the Program Terms and Conditions for specific details on dividend reinvestment.

You may change your reinvestment instruction through the Internet or in writing at any time. If



Broadridge receives the notice of change near an upcoming dividend record date, Broadridge may defer changing your reinvestment option until the next dividend payment date.

When are shares purchased?

Regarding purchases of shares, Broadridge aggregates all dividend payments to reinvest from Program participants. A registered broker-dealer engaged by Broadridge (which may be an affiliate of Broadridge) then purchases the total shares on the open market. The applicable price per share cannot be determined prior to the purchase. The shares acquired shall be the average weighted price for all shares purchased for the Program participant on the applicable trade date(s).

Broadridge will credit your account for all full and fractional shares (to six (6) decimal places) purchased by the broker on your behalf. Depending on the number of shares being purchased and current trading volume in the shares, purchases may be executed in multiple transactions and may take more than one day to complete. Broadridge will record a Program participant's shares in book-entry form and generally will not issue physical certificates. Broadridge will normally mail a transaction confirmation by first class mail within five (5) - seven (7) business days following the final trade settlement date showing, among other things, the purchase price, any applicable transaction fees, brokerage commissions and the number of shares credited to your Program account. Once a purchase of shares is completed, a participant will have all the rights of a shareholder in that company.

May I contribute shares I already own into my DRP account?

Yes. If you hold paper stock certificates you may send them unsigned to the address at the end of this brochure via overnight delivery or some other form of traceable mail, with return receipt requested, and properly insured through the mail carrier. You may also contribute any book-entry shares. Please call Broadridge at 1-888-597-8625 information. Broadridge will credit your book-entry registered shares to your DRP account free of charge.

Can shares bought through the Eaton DRP be issued in certificate form?

These shares will be issued and held in book-entry form. However, dependent on whether the participating company permits the issuance of certificates, you may request shares be issued in certificate form in your name. To obtain a stock certificate for any or all of the whole shares in your account, simply, call or write to Broadridge at the contact address listed below. A fee may be associated with this service.



How do I transfer shares or give them as gifts?

You may transfer or gift shares from your DRP account by completing a Legal Transfer Form. A Legal Transfer Form is available to download and print at <https://shareholder.broadridge.com/eaton-corp>. Transfers may be made in book-entry form or in certificate form. To obtain instructions for transferring your shares, please download transfer instructions from the Broadridge website. Alternatively, you may call the Broadridge Customer Service line at 1-888-597-8625, and request Broadridge to send you transfer instructions and the Legal Transfer Form.

How do I sell shares?

If you are a registered shareholder in a participating company you can sell qualified shares through the Program by logging onto your account at <https://shareholder.broadridge.com/eaton-corp>, or by signing and returning a hard copy of the Shareholder Sales Request Form (batch sales only). If you need a Shareholder Sales Request Form, you can obtain one by contacting Broadridge at the following toll-free number 1-888-597-8625 or by downloading one directly from our website.

You may instruct the Plan Administrator to sell shares under the Plan through a Batch Order, Market Order, Day Limit Order, Please be aware that all sales options may not be available at all times and options are pending availability at the Plan Administrator.

Batch Sales

A registered shareholder who holds qualified shares of a publicly traded corporation in Direct Registration Form (i.e., shares held electronically or by book entry) can submit requests to sell their shares through a registered broker-dealer by initiating a sale through our website at <https://shareholder.broadridge.com/eaton-corp> and logging into your shareholder account, by contacting us at 1-888-597-8625, or through the mail at any time. Broadridge will forward promptly such requests to the registered broker-dealer utilized by the Program. This broker-dealer will sell the shares on the open market in round lot transactions. The price per share for the shares sold will reflect administrative fees and brokerage commission and will always be the average weighted price for all shares sold through the Program on the trade date or dates. In general, sales are made at least once a week. Depending on the number of shares being sold and current trading volume in the shares, sales may be executed in multiple transactions and may be traded on more than one day.

The selling price will not be known until the sale is complete. A check for the proceeds of the sale of shares less applicable taxes, transactions fees and brokerage commissions, together with a summary transaction statement, will normally be mailed to the participating shareholder by first class mail within two (2) business days after the final trade settlement date. The price will be the market price of the sale obtained by Broadridge's broker, less a flat administrative fee to Broadridge of \$15 per transaction request and a brokerage commission fee of \$.10 per share sold (no portion of which will be retained by or forwarded to Broadridge).



'Market Orders

A market order is a request to sell shares promptly at the current market price. Market order sales can be initiated through Broadridge's website at <https://shareholder.broadridge.com/eaton-corp> or by calling Broadridge directly at 1-888-597-8625. Market order sale requests will be placed promptly upon receipt during market hours (normally 9:30 a.m. to 4:00 p.m. Eastern Standard Time). Any orders received after 4:00 p.m. Eastern time will be placed promptly the next day when the market is open. All market orders are considered irrevocable upon final submission of the order and cannot be cancelled within market trading hours. Broadridge will use reasonable efforts to process any request to cancel an order during off-market hours. Depending on the current trading activity of that security, there may not be a market for your request and the order could be cancelled at the end of the trading day resulting in no sale of such shares. To determine if shares were sold, a participating shareholder should check their account online at <https://shareholder.broadridge.com/eaton-corp> or call Broadridge directly at 1-888-597-8625. If the market order sale was not filled and a participating shareholder still wants the shares sold, he or she will need to re-submit the sale request. The price will be the market price of the sale obtained by Broadridge's broker, less a flat administrative fee to Broadridge of \$25 per transaction request and a brokerage commission fee of \$.10 per share sold (no portion of which will be retained by or forwarded to Broadridge).

Day Limit Order

A day limit order is an order to sell securities when and if they reach a specific trading price on a specific day. The order is automatically cancelled if the price is not met by the end of that day (or, for orders placed aftermarket hours, the next day the market is open). All limit orders are considered irrevocable upon final submission of the order and cannot be cancelled within market trading hours. Depending on the current trading activity of that security, there may not be a market for your request and the order could be cancelled at the end of the trading day resulting in no sale of such shares. Should you submit a limit order that falls under the current trading price at the time of receipt by the broker, there is a chance the order will be cancelled upon receipt if it exceeds certain pricing thresholds meant to protect you from erroneous entries. Please check your account transaction upon the submission of any limit orders submitted to ensure it was properly received and accepted. The order may be cancelled by the applicable stock exchange or by the broker engaged by Broadridge due to certain restrictions. Each day limit order sale will incur a flat administrative fee to Broadridge of \$30 per transaction request and a brokerage commission fee of \$.10 per share sold (no portion of which will be retained by or forwarded to Broadridge).

The ability to sell shares through the Program is intended to be a convenience. However, you may find it more convenient or economical to effect such sales through a broker of your choice. Participation in the Program is strictly voluntary. Individuals participating in the Program should be aware that the share price may fluctuate between the time your transaction request is received and the time the transaction is effected on the open market. This price risk will be borne solely by you. Broadridge may, but is not obligated to, accept written requests to revoke transaction requests.



What happens if my account falls below one whole share?

You must maintain at least one whole share of any participating company's common stock in your account. If your account balance falls below one whole share, Broadridge may terminate your participation in the Program. Your fractional share will be sold by the affiliated broker engaged by the Program. A check for the value of the fractional share net of any applicable fees will be sent to you shortly thereafter.

How do I keep track of my investments?

Broadridge offers online access to your account holdings at <https://shareholder.broadridge.com/eaton-corp> and an opportunity to participate in e-delivery of account activity statements, where offered. Access to account information is always available via our Customer Service team which can be reached at 1-888-597-8625.

What about taxes?

Broadridge will send a Form 1099-DIV to you and the U.S. Internal Revenue Service after each year-end, reporting any dividend income you received during the year (which may consist of dividends and any applicable fees paid on your behalf by a participating company). If you sell shares through the Eaton's DRP, Broadridge will send a Form 1099-B to you and the U.S. Internal Revenue Service showing the total proceeds of the transactions. For non-U.S. persons, Broadridge will send a Form 1042-S to you and the U.S. Internal Revenue Service after each year-end, reporting any dividend income you have received during the year. We recommend that you keep your Broadridge statements, which are helpful for record keeping and tax purposes.

How do I end my participation in the Eaton DRP?

Termination requests can be made returning the coupon located at the bottom of your plan statement and selecting the "Terminate Plan Participation" checkbox. The coupon should be signed by all registered holders and mailed to Broadridge at the address listed below. All whole shares will be converted to book-entry in DRS and fractional shares will be sold.

You can also direct Broadridge to sell all shares (whole and fractional shares) held within the plan to be sold. At this time, your plan participation will be terminated. Proceeds rendered will be less any applicable fees and/or withholding related to taxes. Please see the "How do I sell my shares" section for detailed information on submitting a sales request.

For specific information about the process and timing of termination of your participation, see the Program Terms and Conditions



What if I have questions and want to contact Broadridge regarding the DRP or other Broadridge services?

Many of your questions can be answered by visiting the Knowledge Center on our website listed below. You can also contact us via our call center, through mail, or by e-mail.

Website: <https://shareholder.broadridge.com/eaton-corp>
Phone number: 1-888-597-8625
Email address: shareholder@broadridge.com

All Correspondence:

Broadridge Corporate Issuer Solutions, Inc.
P.O. Box 1342
Brentwood, NY 11717-0718

Overnight Mail:

Broadridge Corporate Issuer Solutions, Inc.
Attn: IWS
1155 Long Island Avenue
Edgewood, NY 11717-8309

Program Terms and Conditions

Eaton Corporation plc registered shareholders can purchase qualified shares through the Plan by completing the step by step process described on our website, <https://shareholder.broadridge.com/eaton-corp> or by signing and returning a hard copy of the Enrollment Form. If you need an Enrollment Form, you can obtain one by contacting Broadridge at the following toll-free number 1-888-597-8625 or by downloading one directly from our website.

Purchases:

Regarding purchases of shares, Broadridge aggregates all dividend payments to reinvest from Program participants. A registered broker-dealer engaged by Broadridge (which may be an affiliate of Broadridge) then purchases the total shares on the open market. The applicable price per share cannot be determined prior to the purchase. The shares acquired shall be the average weighted price for all shares purchased for the Program participant on the applicable trade date(s).

Broadridge will credit your account for all full and fractional shares (to six (6) decimal places) purchased by the broker on your behalf. Depending on the number of shares being purchased and current trading volume in the shares, purchases may be executed in multiple transactions and may take more than one day to complete. Broadridge will record a Program participant's shares in book-entry form and generally will not issue physical certificates. Broadridge will normally mail a transaction confirmation by first class mail within five (5) - seven (7) business days following the final trade settlement date showing, among other things, the purchase price, any applicable transaction fees,



brokerage commissions and the number of shares credited to your Program account. Once a purchase of shares is completed, a participant will have all the rights of a shareholder in that company.

Dividend payments that you have designated for reinvestment will be invested on the dividend payable date or on the Investment Date immediately following such dividend payable date, and in any case within 30 days of such date.

Dividend Reinvestment:

You can choose to reinvest all or a portion of your dividends on shares. Following your instructions, Broadridge will apply all or a part of the cash dividend to the purchase of additional shares in the dividend issuing company. Broadridge will cause the broker-dealer utilized by the Program to purchase whole shares and allocate any fractional shares of stock to equal the dollar amount of the reinvested dividends, less any applicable fees and tax withholdings. Such purchases will be completed pursuant to the usual share purchase process described under the Purchases caption, above.

You may change your reinvestment instruction through the Internet or in writing at any time. If Broadridge receives the notice of change near an upcoming a dividend record date, Broadridge may defer changing your reinvestment option until the next dividend payment date.

Sales:

A registered shareholder who holds qualified shares of a publicly traded corporation in Direct Registration Form (i.e., shares held electronically or by book entry) can submit requests to sell their shares through a registered broker-dealer through our website, our toll-free telephone number or through the mail at any time. Broadridge will promptly forward such requests to the registered broker-dealer utilized by the Program. This broker-dealer will sell the shares on the open market. The funds remitted for the shares sold will reflect administrative fees and brokerage commission and will be the average weighted price for all shares sold through the Program on the trade date or dates. In general, batch sales are made at least once a week. Depending on the number of shares being sold and current trading volume in the shares, sales may be executed in multiple transactions and may be traded on more than one day. The selling price will not be known until the sale is complete. A check for the proceeds of the sale of shares less applicable taxes, transactions fees and brokerage commissions, will normally be mailed to the participating shareholder by first class mail within two (2) business days after the final trade settlement date. A direct deposit for the proceeds of the sale of shares less applicable taxes, transactions fees and brokerage commissions will normally be issued to the receiving bank account within two (2) business days after the final trade settlement date.

Participants may instruct the Plan Administrator to sell shares under the Plan through a Batch Order, Market Order, Day Limit Order, however all sales options may not be available at all times and options are pending availability at the Plan administrator.



Batch Order (online, mail, phone) - The Plan Administrator will combine each request to sell through the Plan with other Plan participant sale requests for a Batch Order. Shares are then periodically submitted in bulk to a broker for sale on the open market. Shares will be sold no later than five business days (except where deferral is necessary under state or federal regulations). Bulk sales may be executed in multiple transactions and over more than one day depending on the number of shares being sold and current trading volumes. Once entered, a Batch Order request cannot be canceled.

Market Order (online or telephone) – The participant's request to sell shares in a Market Order will be at the prevailing market price when the trade is executed. If such an order is placed during market hours, the Plan Administrator will promptly submit the shares to a broker for sale on the open market. Once entered, a Market Order request cannot be canceled. Sales requests submitted near the close of the market may be executed on the next trading day, along with other requests received after market close.

Day Limit Order (online or telephone) – The participant's request to sell shares in a Day Limit Order will be promptly submitted by the Plan Administrator to a broker. The broker will execute as a Market Order when and if the stock reaches or exceeds the specified price on the day the order was placed (for orders placed outside of market hours, the next trading day). The order is automatically canceled if the price is not met by the end of that trading day.

The ability to purchase or sell shares through the Program is intended to be a convenience. However, you may find it more convenient or economical to effect such transactions through a broker of your choice. Participation in the Program is strictly voluntary

Participants should be aware that the share price may fluctuate between the time your transaction request is received and the time the transaction is carried out on the open market. This price risk will be borne solely by you. Broadridge may, but is not obligated to, accept written requests to revoke transaction requests.

Fractional Shares:

If your account balance falls below one whole share of any participating company's common stock (or ordinary shares in the case of Eaton), Broadridge may terminate your participation in the Program. Your fractional share will be sold by the affiliated broker engaged by the program. A check for the value of the fractional share net of any applicable fees will be sent to you shortly thereafter.

Fees:

In connection with the Program, Participants will pay a flat administrative fee to Broadridge of \$15.00 per transaction request and a brokerage commission fee of \$0.10 per share sold (no portion of which will be retained by or forwarded to Broadridge). To effectuate sales, the executing broker-dealer will deduct these fees from the sale proceeds, and then cause the remaining sale proceeds to be delivered to you at your mailing address or bank account information on file with Broadridge. These fees are subject to change at any time.

..



Additional Terms and Conditions:

Broadridge will not be liable for, and will be held harmless against, any losses or liability incurred by Participants arising from, related to or in connection with the administration of the Program or Broadridge's actions or non-actions with respect to the Program, and Participant shall indemnify and hold harmless Broadridge from all losses and liabilities incurred by Broadridge in connection therewith.

Broadridge is administering this Program at the request of Eaton. Broadridge is not a registered broker-dealer and does not endorse or recommend the services of any brokerage company. Any shareholder utilizing the Program will not be a brokerage customer of Broadridge. Broadridge's role in administering the Program is purely ministerial and clerical. Additionally, Broadridge does not warranty or guarantee execution quality or fulfillment of transaction requests.

Shares are not insured by the FDIC or any other governmental agency, are not deposits or other obligations of and are not guaranteed by Broadridge, and are subject to investment risks, including possible loss of principal amount invested. Securities held in Program accounts for participants in the Program are not subject to protection under the Securities Investor Protection Act of 1970.

These Terms and Conditions and the administration of the Program and Broadridge's activities under the Program shall be governed by the substantive laws (and not the choice of law rules) of the State of New York; all proceedings relating to the Program shall be brought by Participant only in courts located in the City of New York; and Participants waive their right to trial by jury.

Broadridge reserves the right to modify the Program, including the right to terminate the Program upon notice to Program Participants. In addition, Broadridge reserves the right to interpret and regulate the Program as it deems necessary or desirable in connection with its administration. Broadridge does not provide advice and make no recommendations with respect to purchasing or selling shares. Any decision to purchase or sell must be made by each individual Participant based on his or her own research and judgment. Nothing herein shall be deemed to constitute an offer to sell or a solicitation to buy share(s).



The Broadridge DRP Schedule of Fees

Dividend Reinvestment:

Reinvestment Fee	5% max of \$2.50 per payment
Brokerage Charge	\$0.10/share

Enrollment in the plan requires registered shareholders to own at least 1 share of Eaton Corporation PLC stock to participate.

Sales:

Batch Order	\$15.00/transaction
Market Order	\$25.00/ transaction
Limit Order	\$30.00/ transaction

In all instances, Broadridge will forward a brokerage commission of \$0.10 per share sold to the registered broker-dealer utilized by the Program. These fees will be deducted from the sales proceeds.

**Note that all transaction types may not be available at all times and are pending availability at the Plan Administrator.

Additional Fees

Historical Research	\$25.00/request
Replacement check	\$3.00/request
Overnight Mailings	\$25.00/mailing
Duplicate Confirmation Statements	Electronic No Charge Paper \$10.00
Duplicate Account Statements	Electronic No Charge Paper \$10.00

All fees set forth in this schedule are subject to change without notice by the Plan Administrator



How do I Contact Broadridge?

Website: <https://shareholder.broadridge.com/eaton-corp>

All transactions online will be subject to additional terms of use including our Linking Policy and Privacy Statement – both of which are available on our website.

Phone Number: 1-888-597-8625

Email Address: shareholder@broadridge.com

All Correspondence:

Broadridge Corporate Issuer Solutions, Inc.
P.O. Box 1342
Brentwood, NY 11717-0718

Overnight Mail:

Broadridge Corporate Issuer Solutions, Inc.
Attn: IWS
1155 Long Island Avenue
Edgewood, NY 11717-8309

Be sure to include your name, address, account number, company name (as shown on your statement), email, and phone number on any written correspondence.