



B #:	3656-16
Date:	July 28, 2016
To:	All Participants
Category:	Dividends
From:	International Services
Attention:	Operations, Reorg & Dividend Managers, Partners & Cashiers
Subject:	<u>Tax Relief</u> – Country: IRELAND EATON CORP. PLC CUSIP: G29183103 <u>Record Date: 08/05/2016 Payable Date: 08/19/2016</u> <u>CA Web Instruction Deadline : 08/10/2016 8:00 P.M.</u> <u>Post Payable CA Web Instruction Open: 08/22/2016 6:00 AM (ET)</u> <u>Post Payable CA Web Instruction Deadline: 08/26/2016 8:00 PM (ET)</u>

Participants can use DTC’s Corporate Actions Web (CA Web) service to certify all or a portion of their position entitled to the applicable withholding tax rate. Participants are urged to consult TaxInfo respectively before certifying their instructions over the CA Web.

Important: Prior to certifying tax withholding instructions, participants are urged to read, understand and comply with the information in the Legal Conditions category found on TaxInfo on the CA Web.

Questions regarding this Important Notice may be directed to GlobeTax 212-747-9100.

NOTE: THE INITIAL PRE-PAY DATE CA WEB WINDOW WILL OPEN ON AUGUST 08, 2016 AND WILL CLOSE ON AUGUST 10, 2016.

NOTE: POST-PAY DATE ADJUSTMENTS CAN BE MADE THROUGH THE POST-PAY DATE CA WEB WINDOW, WHICH WILL OPEN ON AUGUST 22, 2016 AND CLOSE ON AUGUST 26, 2016.

Important Legal Information: *The Depository Trust Company (“DTC”) does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.

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Non-Confidential



**EATON CORPORATION PLC
CUSIP: G29183103
RECORD DATE: AUGUST 5, 2016
PAY DATE: AUGUST 19, 2016**

Note: Irish law provides a number of exemptions from its requirement that Eaton Corporation plc (the “Company”) pay distributions net of a 20% dividend withholding tax (DWT). All beneficial owners who wish to be exempt from this withholding tax must have the applicable documentation on file with a Qualified Intermediary (“QI”) or BNY Mellon.

The information in this notice is provided for information purposes only and beneficial owners should seek independent tax advice in respect of any distributions received. All information detailed below should be interpreted within the meaning of Part 6 Chapter 8A Taxes Consolidation Act 1997.

DTC participants can elect to receive a distribution with 0% (tax-exempt rate) tax withheld on behalf of beneficial owners who meet the following conditions:

1. Beneficial owners with a verified U.S. address;
2. Beneficial owners residing in “relevant territories” (other than the U.S.) (**See Appendix A**) who have provided the required Irish dividend withholding forms to BNY Mellon by 8 P.M. ET. on the last day of the applicable CA Web election period;
3. Beneficial owners residing OUTSIDE of relevant territories who qualify for other exemptions and have provided the required Irish dividend withholding forms to BNY Mellon by 8 P.M. ET. on the last day of the applicable CA Web election period; or
4. Beneficial owners that are Irish resident companies or other Irish resident entities that are exempt from Irish dividend withholding tax and have provided the required Irish dividend withholding forms to BNY Mellon by 8 P.M. ET. on the last day of the applicable CA Web election period.

All others will be subject to an Irish dividend withholding tax (DWT) of 20% (unfavorable rate).

Participants can use DTC’s Corporate Actions Web (CA Web) instructions tab to certify all or a portion of their position entitled to the applicable withholding tax rate. Use of these instruction methods will permit entitlement amounts to be paid through DTC. By electing, Participants agree to the Agreements, Representations and Indemnification below.

By participating in the DTC CA Web process, Participants agree to comply with all audit requests made by the Irish Revenue Commissioners within twenty one days.

NOTE: THE INITIAL PRE-PAY DATE CA WEB WINDOW WILL OPEN ON AUGUST 8, 2016 AND WILL CLOSE ON AUGUST 10, 2016.

NOTE: POST-PAY DATE ADJUSTMENTS CAN BE MADE THROUGH THE POST-PAY DATE CA WEB WINDOW, WHICH WILL OPEN ON AUGUST 22, 2016 AND CLOSE ON AUGUST 26, 2016. PAYMENT FOR ELECTIONS MADE IN THE SECOND CA WEB WINDOW WILL OCCUR ON SEPTEMBER 2, 2016.

Claims not made by eligible entities for the reclaim of the 20% DWT by August 10, 2016 can make a subsequent election, provided that the shareholders also meet the eligibility requirements as described in this notice.

By certifying the exempt rate, the DTC participant is certifying that one or more of the criteria listed below have been met by the applicable beneficial owners as of the August 5, 2016 record date:

SHAREHOLDERS OF COOPER INDUSTRIES PLC AS OF NOVEMBER 30, 2012

Beneficial owners who acquired shares in the Company as a result of the Company's November 30, 2012 acquisition of Cooper Industries plc may continue to rely upon previously established exemptions until those exemptions become invalid or expire.

EXEMPT 0% - U.S. RESIDENTS

The beneficial owner of shares to be paid at the tax-exempt rate has a valid U.S. address on the DTC participant's records, notice of which has been supplied to the qualifying intermediary. The DTC participant is not required to provide a U.S. Certification of Residence (Form 6166) but must have a valid U.S. address for the beneficial owner on its records.

EXEMPT 0% - RESIDENTS OF RELEVANT TERRITORIES (OTHER THAN THE U.S.)

The beneficial owner of shares to be paid at the tax-exempt rate is a person or a company resident in a "relevant territory" (other than the U.S.) (**Appendix A**) and, if it is a company, it is not under the control directly or indirectly of an Irish resident.

To qualify under this category:

- a) An original Non-Resident Form V2 must be on file with a QI closest to the beneficial owner and the relationship between the QI and the beneficial owner must be disclosed to BNY Mellon using the attached cover letter (**Appendix B**).
- OR**
- b) An original Non-Resident Form V2 must be provided to BNY Mellon and the beneficial owner must be disclosed to BNY Mellon using the attached cover letter (**Appendix B**).

EXEMPT 0% - OTHER ELIGIBLE ENTITIES

The beneficial owner of shares to be paid at the tax-exempt rate is a company that is a resident outside of the relevant territories and is a company:

- a) Whose principal class of shares (or those of its 75% direct or indirect parent) are substantially and regularly traded on a stock exchange in Ireland, a relevant territory (**Appendix A**) or other approved stock exchange.
- OR**
- b) Is controlled, directly or indirectly, by persons resident in a relevant territory and who is not controlled, directly or indirectly, by persons who are not resident in a relevant territory (**Appendix A**).

To qualify under this category:

- a) An original Non-Resident Form V2 must be on file with a QI closest to the beneficial owner and the relationship between the QI and the beneficial owner must be disclosed to BNY Mellon using the attached cover letter (**Appendix B**).
- OR**

- b) An original Non-Resident Form V2 must be provided to BNY Mellon and the beneficial owner must be disclosed to BNY Mellon using the attached cover letter (**Appendix B**).

EXEMPT 0% - IRISH RESIDENT CORPORATIONS AND OTHER ENTITIES

The beneficial owner of shares to be paid at the tax-exempt rate is a company or other Irish resident entity that is exempt from Irish dividend withholding tax, such as a pension fund, that is resident in Ireland.

To qualify under this category:

- a) An original Composite Resident Form V3 must be on file with a QI closest to the beneficial owner and the relationship between the QI and the beneficial owner must be disclosed to BNY Mellon using the attached cover letter (**Appendix B**).
- OR**
- b) An original Composite Resident Form V3 must be provided to BNY Mellon and the beneficial owner must be disclosed to BNY Mellon using the attached cover letter (**Appendix B**).

UNFAVORABLE 20%

All beneficial owners who do not meet at least one of the criteria for the tax-exempt rate noted above will be paid net of DWT applied at the unfavorable rate of 20%.

CERTAIN SPECIAL SITUATIONS

PARTNERSHIPS

If a beneficial owner is a partnership in which all of the partners are U.S. residents, exemption may be obtained by meeting the above requirements for the exempt category “U.S. Residents”.

If a beneficial owner is a partnership in which all of the partners are residents of a “relevant territory,” exemption may be claimed by meeting the above requirements for the exempt category “Residents of Relevant Territories (Other than the U.S.)”.

A non-relevant territory formed partnership may be able to qualify under the OTHER ELIGIBLE ENTITIES category if a specific concession has been obtained from the Irish Revenue Commissioners (“Irish Revenue”). To obtain this concession, the partnership must apply directly to Irish Revenue to receive a concession letter granting the partnership an exemption at source from DWT (typically only granted in cases in which all partners are resident in a relevant territory and have supplied a valid Non-Resident Form V2).

To qualify under this category:

- a) A concession letter from Irish Revenue must be on file with a QI closest to the beneficial owner and the partnership must be disclosed to BNY Mellon using **Appendix B**.
- OR**
- b) A concession letter from Irish Revenue must be provided to BNY Mellon and the partnership must be disclosed to BNY Mellon using **Appendix B**.

A partnership that does not qualify under any of the above three categories will be paid net of DWT applied at the unfavorable rate of 20%. In instances where the partnership has been taxed at source on a dividend payment, either the partnership (if all underlying partners are eligible) or an individual qualifying partner may apply for a refund of the tax withheld via a long form claim. For information on filing a long form claim after pay date, please contact BNY Mellon c/o GlobeTax at 1-800-915-3536.

TRUSTS

Taxable Trusts (for DWT purposes, "discretionary trusts"): If a trust is taxable at the entity level and falls within one of the exempt categories set out above, exemption from DWT may be claimed by meeting the qualifications for that exempt category.

Non-taxable trusts (for DWT purposes, "non-discretionary trusts"): If a trust is not taxable at the entity level, eligibility for exemption from DWT depends on the residency of its underlying beneficiaries.

If all the beneficiaries are resident in the U.S. exemption may be claimed if each of the beneficiaries meet the above requirements for the exempt category "U.S. Residents."

If all the beneficiaries are resident in a "relevant territory" exemption may be claimed if each of the beneficiaries meet the above requirements for the exempt category "Residents of Relevant Territories (Other than the U.S.)."

A trust formed under the laws of a non-relevant territory may be able to qualify under the OTHER ELIGIBLE ENTITIES category if a specific concession has been obtained from Irish Revenue. To obtain this concession, the trust must apply directly to Irish Revenue to receive a concession letter granting the trust an exemption at source from DWT (typically only granted in cases in which all beneficiaries are resident in a relevant territory and have supplied a valid Non-Resident Form V2).

To qualify under this category:

- a) A concession letter from Irish Revenue must be on file with a QI closest to the beneficial owner and the trust must be disclosed to BNY Mellon using Appendix B.
- OR**
- b) A concession letter from Irish Revenue must be provided to BNY Mellon and the trust must be disclosed to BNY Mellon using Appendix B.

A trust that does not qualify under any of the above three categories will be paid net of DWT applied at the unfavorable rate of 20%.

In instances where the trust has been taxed at source on a dividend payment, either the trust (if all underlying beneficiaries are eligible) or an individual beneficiary may apply for a refund of the tax withheld via a long form claim. For information on filing a long form claim after pay date, please contact BNY Mellon c/o GlobeTax at 1-800-915-3536.

U.S. CITIZENS ON LONG-TERM ASSIGNMENT OUTSIDE THE U.S.

If a beneficial owner is a U.S. citizen and is on long-term assignment outside the U.S., he or she may claim exemption in either the "EXEMPT 0% - U.S. RESIDENTS" or the "EXEMPT 0% - RESIDENTS OF RELEVANT TERRITORIES (OTHER THAN THE U.S.)" category provided that he satisfies the requirements of such category. He may also claim exemption in the "EXEMPT 0% - U.S. RESIDENTS" category if an original Non-Resident V2 Form and an I.R.S. form 6166 are provided to either the QI closest to the beneficial owner or to BNY Mellon. If the relevant forms are on file with the QI, the relationship between the QI and the beneficial owner must be disclosed to BNY Mellon using the attached cover letter **Appendix B**.

RESIDENTS OF A RELEVANT TERRITORY (OTHER THAN THE U.S.) RESIDING IN THE U.S.

If a beneficial owner has an address in the U.S. but has a form W-8BEN on file that validates his residency in a relevant territory (other than the U.S.), he may claim exemption in the "EXEMPT 0% - RESIDENTS OF

RELEVANT TERRITORIES (OTHER THAN THE U.S.)” provided that he satisfies the requirements of that category.

* * * * *

To ensure that beneficial owners who meet at least one of the exempt treatment criteria above receive their **EATON CORPORATION PLC** dividends gross, the DTC participant must notify DTC, via CA Web, no later than **August 26, 2016**, as to the declaration of shares representing Exempt and Unfavorable holders of record on **August 5, 2016**.

Individual residents of Ireland may not benefit from the exempt / favorable rate program.

For information about filing reclaims after **August 26, 2016**, as well as receiving the appropriate tax forms, please contact:

GlobeTax as Agent for BNY Mellon
One New York Plaza
34th Floor
New York, NY 10004-1936, USA
Attn: Irish Reclaims
Email: Laura_Gallo@GlobeTax.com
Group Email: IrelandESP@GlobeTax.com

ESP

powered by **GLOBETAX**

BNY Mellon offers ESP powered by GlobeTax, which allows for the secure and simplified transfer of beneficial owner level data from the Participant to BNY Mellon, and creates applicable documentation on the Participant’s behalf. These claims should be submitted through the following website:

<https://esp.globetax.com>

Please use the above contact information if you have any questions about this process.

This system is available for At Source, Quick Refund, and Long Form claims.

For DTC participants who missed the DTC CA Web process or filed incorrectly via the DTC CA Web process and wish to amend their filing, please call BNY Mellon at 800-915-3536. Late filings are subject to a Tax Relief Fee of \$0.01 per share with a minimum service charge of \$25.00 withheld by BNY Mellon.

If DTC Participants do not certify through CA Web for the exempt rate as to any shares, they will receive the dividend with 20% withheld with respect to those shares.

Please note: Claimants will not benefit from the accelerated tax refund procedure described in this notice if they file via the traditional long form process after the CA Web deadline of **August 26, 2016** but may submit claims to BNY Mellon, who is available to assist in claiming refunds under the traditional long form process until **December 1, 2020**. Claimants may also submit claims directly to the Irish Revenue Commissioners. Be advised that it is generally more advantageous to file a claim under the accelerated tax refund procedure described in this notice, as refunds claimed through the traditional long form procedure customarily experience extensive costs and delays.

APPENDIX A
RELEVANT TERRITORIES

ALBANIA	GREECE	PANAMA
ARMENIA	HONG KONG	POLAND
AUSTRALIA	HUNGARY	PORTUGAL
AUSTRIA	ICELAND	QATAR
BAHRAIN	INDIA	ROMANIA
BELARUS	ISRAEL	RUSSIA
BELGIUM	ITALY	SAUDI ARABIA
BOTSWANA	JAPAN	SERBIA
BOSNIA & HERZEGOVINA	KOREA	SINGAPORE
BULGARIA	KUWAIT	SLOVAK REPUBLIC
CANADA	LATVIA	SLOVENIA
CHILE	LITHUANIA	SOUTH AFRICA
CHINA	LUXEMBOURG	SPAIN
CROATIA	MACEDONIA	SWEDEN
CYPRUS	MALAYSIA	SWITZERLAND
CZECH REPUBLIC	MALTA	THAILAND
DENMARK	MEXICO	REPUBLIC OF TURKEY, THE
EGYPT	MOLDOVA	UKRAINE
ESTONIA	MONTENEGRO	UNITED ARAB EMIRATES
ETHIOPIA	MOROCCO	UNITED KINGDOM
FINLAND	NETHERLANDS	UNITED STATES
FRANCE	NEW ZEALAND	UZBEKISTAN
GEORGIA	NORWAY	VIETNAM
GERMANY	PAKISTAN	ZAMBIA

Agreements, Representations and Indemnification

We hereby agree that this tax relief assistance service is wholly voluntary and discretionary, and outside the terms and conditions of any applicable deposit agreement. BNY Mellon undertakes no duty or obligation to provide this service, and may reject or decline any or all proposed electing participants or holders in its sole discretion. We hereby accept and agree to pay the fees of BNY Mellon of up to \$0.01 per share for standard Long Form tax reclaim (with a minimum of \$25.00), and any other charges, fees or expenses payable by or due to BNY Mellon or its agents, including the (respective) custodian, in connection with the tax reclaim process, or to tax authorities or regulators (which fees, charges or expenses may be deducted from the dividend or any other distribution or by billing or otherwise in BNY Mellon’s discretion). We hereby agree that any such fees, charges or expenses may be due and payable whether or not a successful reduction in rate or reclamation is obtained. We hereby acknowledge that fees paid to BNY Mellon may be shared with its agents and affiliates.

We hereby agree that in addition to statutory and documentation requirements and the deduction of fees, tax reclaim benefits will be subject to review and approval by the applicable custodian and the applicable tax regulators, and that BNY Mellon is not providing any legal, tax, accounting or other professional advice on these matters and has expressly disclaimed any liability whatsoever for any loss howsoever arising from or in reliance hereto.

We certify that to the best of our knowledge that each of the beneficial owners identified above are eligible for the preferential rates as stated herein and we declare that we have performed all the necessary due diligence to satisfy ourselves as to the accuracy of the information submitted to us by these beneficial owners.

We will be fully liable for any and all claims, penalties and / or interest, including without limitation, any foreign exchange fluctuations associated therewith. BNY Mellon shall not be liable for the failure to secure any refund. In consideration of the assistance of BNY Mellon and the custodian in processing such claims, we expressly agree that BNY Mellon and its agents or affiliates shall not have any liability for, and we shall indemnify, defend and hold each of BNY Mellon and its agents and affiliates harmless from and against, any and all loss, liability, damage, judgment, settlement, fine, penalty, demand, claim, cost or expense (including without limitation fees and expenses of defending itself or enforcing this agreement) arising out of or in connection herewith.

Sincerely,

<Signature of authorized signatory for DTC Participant>

[NAME AND TITLE OF AUTHORIZED OFFICER FOR DTC PARTICIPANT]

PAYMENT ADDRESS: _____

