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EATON CORP  
Form 425  
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Subject Company: Cooper Industries plc; Eaton Corporation

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Date: May 22, 2012

**[Email from Alexander Cutler to all Eaton Corporation employees, dated May 21, 2012]**

I have exciting news to share. Today we announced a major acquisition that will significantly expand our electrical business and our position as a global leader in power management.

We have reached agreement to acquire Cooper Industries, a global electrical equipment manufacturer. Founded in 1833, Cooper offers a wide range of complementary products to ours, including electrical protection, power transmission and distribution, lighting and wiring products and hazardous duty and explosion-proof equipment.

Cooper Industries has 26,000 employees and had 2011 revenues of 5.4 billion dollars. Together, Eaton and Cooper had 2011 sales of 21.5 billion dollars. We hope to finalize the transaction this fall after we receive the necessary regulatory approvals. Cooper will become part of our electrical business, led by Tom Gross.

This will be the largest acquisition in Eaton's history and it builds upon our mission to help our customers to safely, reliably and efficiently manage power. We plan to integrate Cooper Industries into our electrical business but cannot provide many specifics until the transaction closes later in the year and our integration teams have had an opportunity to meet.

Cooper Industries is incorporated in Dublin, Ireland. As part of this overall acquisition, being accomplished through an Irish legal form of a merger, Eaton will be incorporated in Ireland. As a result, we will benefit from significant global cash management and associated financial benefits available to an Irish company.

I want to emphasize that Cleveland will continue to be the major corporate and operational center for Eaton, as it has for nearly 100 years. Our executives and functions will remain at the present locations. Our Cleveland center will continue to complement our other major centers in Europe, Asia Pacific and South America.

Today's announcement reflects our commitment to growing our leadership position as a global power management company. The acquisition of Cooper Industries will position Eaton to be an even stronger partner in helping our customers address the rising costs of energy and the need to reduce their environmental footprints.

Also posted on JOE and Eaton.com is the news release we issued today. Over the next few days you will be hearing more about this exciting transaction from your leadership. I look forward to sharing additional information later in the year as more details on the acquisition become available. Until that time, thank you for your continuing efforts on behalf of our customers and our company.

Sandy Cutler

**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**

A registration statement on Form S-4 will be filed that will include the Joint Proxy Statement of Eaton Corporation ( Eaton ) and Cooper Industries plc ( Cooper ) that also constitutes a Prospectus of Eaton Global Corporation Plc\* ( Eaton Global Plc ). Eaton and Cooper plan to mail to their respective shareholders (and to 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, Eaton Global Plc, 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 Eaton Global Plc, Eaton and Cooper through the website maintained by the SEC at [www.sec.gov](http://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 Eaton Global Plc with the SEC by contacting Don Bullock from Eaton by calling (216) 523-5127, 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 (713) 209-8400.

**Participants in the Solicitation**

Cooper, Eaton and Eaton Global Plc 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 director or indirect interests, by security holdings or otherwise, will be set forth in the Joint Proxy

\* Expected name, or a variant thereof.

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.

### **Forward-Looking Statements**

This presentation may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 concerning Eaton, Eaton Global Plc, 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 Eaton Global Plc, 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 presentation 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.

**Statement Required By The Takeover Rules**

The directors of Eaton Corporation accept responsibility for the information contained in this communication. To the best knowledge and belief of the directors of Eaton Corporation (who have taken all reasonable care to ensure such is the case), the information contained in this communication is in accordance with the facts and does not omit anything likely to affect the import of such information.