

Nominating/Corporate Governance Committee Charter

I. PURPOSE

The Nominating/Corporate Governance Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of Amphenol Corporation (the “Company”) in: (i) identifying individuals qualified to become directors and recommending to the Board the candidates for directorships to be filled by the Board or by the stockholders; (ii) recommending to the Board the Directors to serve on each of the Committees of the Board; (iii) developing and recommending to the Board a set of corporate governance principles applicable to the Company and (iv) overseeing the annual evaluation of the Board.

As part of its involvement in the director nomination process, the Committee identifies and recommends for selection qualified candidates to serve on the Board. Candidate identification includes the periodic review of appropriate criteria for Board membership and monitoring of search protocols designed to generate suitable candidates. In reviewing potential candidates, the Committee focuses both on desirable individual qualities and on important attributes of the Board as a whole. The Committee also assists the Board in formulating policies regarding shareholder access to the nomination process.

The Committee’s additional responsibilities in shaping corporate governance include assisting the Board in developing and implementing the Company’s corporate governance principles. The Committee also plays a lead role in evaluating the performance of the Board, its committees and senior management and in establishing good governance procedures throughout the Company.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of at least three members of the Board, each of whom is determined by the Board to be “independent” in accordance with the rules of the New York Stock Exchange.

Appointment and Removal

The members of the Committee shall be appointed by the Board and the Chairman of the Committee shall be recommended by the Board. The members of the Committee may be removed, with or without cause at the discretion of the Board. As part of its annual review and determination regarding Committee membership, the Board shall assess the independence of members or prospective members and other qualifications important to the effective functioning of the Committee, including considerations of experience, background and diversity.

III. MEETINGS

The Committee shall meet at least one time per year or more frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

All directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings other persons as it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

The Committee shall carry out the duties and responsibilities contemplated by this Charter and any other relevant responsibilities and duties delegated to it by the Board from time to time.

The Committee, in discharging its oversight role for identifying individuals qualified to be considered as director nominees to the Board, is empowered to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including the sole authority to approve fees payable to such search firm and any other terms of retention.

The Committee will consider candidates for Board membership suggested to it by its members, other members of the Board, management of the Company and by stockholders of the Company. A stockholder may recommend any person for consideration as a nominee for director of the Company by writing to the Committee c/o the Secretary of the Company. Stockholder recommendations should be received no later than December 31 prior to the next scheduled Annual Meeting of Stockholders to be considered for election at such Meeting. Stockholder recommendations must comply with applicable requirements of the By-Laws of the Company and applicable laws, rules and regulations including, without limitation, the applicable rules and regulations of the New York Stock Exchange. The procedures for the Committee in considering a nominee for a director recommended by a stockholder will be no different than the procedures for candidates recommended by members of the Committee, members of the Board or by management of the Company.

The Committee shall make its recommendation to the full Board as to any person or persons it believes should be nominated by the Board and the full Board shall then determine the action, if any, to be taken with respect to such nominees or nominees.

The Committee shall also oversee the annual evaluation of the full Board.

The Committee shall also facilitate an annual review by the full Board of Directors regarding the practices of management of the Company related to the identification and evaluation of enterprise risk and the development of enterprise risk avoidance, mitigation and response strategies.

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board. Such criteria shall be based on the following factors and such other relevant factors as the Committee deems appropriate:
 - character, judgment, personal and professional ethics, integrity and values;
 - business, financial and/or other applicable experience;
 - familiarity with national and international issues affecting business of the Company;
 - depth of experience, skills and knowledge complementary to the Board and the Company's business; and
 - ability and willingness to devote sufficient time to effectively carry out the duties and responsibilities of a member of the Board.

The Board believes it functions most effectively when comprised of a diverse set of members, including a healthy mix of short-, mid- and long-serving members. To that end, the Board is committed to a policy of regular refreshment.

2. Identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the sitting members of the Board select, the candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. The Committee shall actively seek individuals qualified to become members of the Board for recommendation to the Board. The Board believes that an important component of a Board is diversity including not only background, skills, age, experience and expertise, but also gender, race and culture. In identifying the most qualified individuals as candidates for Board membership, the Committee shall also seek to attain diversity in the composition of the Board. Search firms retained to assist the Committee will be specifically advised to seek diverse candidates from traditional and nontraditional environments, including women and minorities. The Committee may also consider such other relevant factors as it deems appropriate.
3. Conduct the necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
4. As part of its responsibilities relating to the recruitment of new qualified directors, as well as the retention of existing directors, review and make recommendations to the Company and to the Board regarding cash and equity compensation to the Board from time to time as appropriate.
5. Consider questions of independence and possible conflicts of interest of members of the Board and senior management of the Company.

6. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of independently minded individuals with sufficiently diverse backgrounds not only in terms of skills, experience and expertise, but also gender, race and culture.
7. At least annually, and as circumstances otherwise dictate, oversee the evaluation of the Board.

Committee Selection, Composition

1. Recommend members of the Board to serve on the various committees of the Board.
2. Recommend members of the Board to serve as Chairpersons of the committees of the Board.

Corporate Governance

1. Recommend a member of the Board to serve as Presiding Director with the following roles: (i) authority to call, schedule and chair executive sessions of the independent directors and (ii) communicate with the Chairman of the Board and the Chief Executive Officer of the Company after each executive session of the full Board and, to the extent appropriate, of each Committee to provide feedback and to effectuate the decisions and recommendations of the independent directors.
2. Develop and recommend to the Board a set of corporate governance principles and keep abreast of developments with regard to corporate governance to enable the Committee to make recommended changes to such principles, including the Company's Code of Business Conduct and Ethics, to the Board in light of such developments as may be appropriate.

Management Development and Continuity

1. Oversee and discuss as necessary and appropriate executive and senior management continuity and development.

Sustainability

1. Assist the Board in fulfilling its responsibility for oversight of relevant sustainability and corporate social responsibility policies, strategies and programs.

Reports

1. Report to the Board following meetings of the Committee as necessary and appropriate with respect to such matters as are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate, including, without limitation, the adequacy and appropriateness of the Company's Director and Officer's insurance program.

2. Maintain minutes or other records of meetings and activities of the Committee.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall provide the Board with a performance self-evaluation on an annual basis.