

AMPHENOL CORPORATION

PENSION COMMITTEE CHARTER

I. PURPOSE

The Pension Committee has oversight responsibility for the funding and investments of the Pension Plan for Employees of Amphenol Corporation (the “Pension Plan”), a U.S. defined benefit pension plan sponsored by Amphenol Corporation (the “Company”), and general fiduciary responsibility for ensuring that there is an appropriate selection of diverse investments for those employees of the Company participating in the various defined contribution, 401(k) plans sponsored by the Company (collectively, the “401(k) Plans”) to select from. The Pension Committee also oversees the administration of the Pension Plan and 401(k) Plans.

II. MEMBERSHIP AND ORGANIZATION

The Pension Committee shall be comprised of at least three directors. Committee members may be appointed and removed at the discretion of the Board. The Pension Committee has the authority, in its sole discretion, to retain pension consultants, actuaries, accountants, legal counsel, investment advisors and other advisors at the expense of the Company or the plan trusts, as it deems to be necessary and appropriate. The Committee will meet, with or without other members of the Board and members of management present, at least two (2) times per year and at such other times that they deem such meetings or sessions to be necessary and appropriate.

III. RESPONSIBILITIES

The Pension Committee has established an Administrative Committee, initially comprised of the Company’s Chief Financial Officer and Treasurer, to manage the funding, investments and administration of the Pension Plan. The Pension Committee has also established a 401(k) Committee, initially comprised of the Company’s Chief Financial Officer, Treasurer, General Counsel, Vice President Human Resources and Director Human Resources, to oversee the selection of diverse investments that may be selected by employees participating in the Company sponsored 401(k) Plans and the general administration of the 401(k) Plans. The Pension Committee shall review and revise the composition of the Administrative Committee and of the 401(k) Committee as it deems to be necessary and appropriate.

The Pension Committee has responsibility, from time to time, but at least annually, to:

- Review the Administrative Committee’s recommendations regarding the “funding policy” and related actuarial assumptions for the Pension Plan. The Pension Committee shall approve a range of Company contribution levels sufficient to meet the minimum funding requirements under the Internal Revenue Code and the Employee Retirement Income Security Act of 1974, and additional contributions to the Pension Plan, if any, in each case as recommended to the Committee by the Administrative Committee and the Chief Executive Officer of the Company.

- Review the annual valuation of the assets and liabilities of the Pension Plan and related Master Trust as proposed by the Administrative Committee for purposes of the Company's financial statements, including the actuarial assumptions used therefor.
- Review and approve the Administrative Committee's recommendations for the Statement of Investment Policy for the Pension Plan, and the 401(k) Committee's recommendations for the Statement of Investment Policy for the 401(k) Plans. The Pension Committee shall monitor compliance with such Policies, which shall include periodic review of the actual investment performance of selected investment vehicles against appropriate benchmarks and against the objectives set forth in the Statement of Investment Policy, and reassessment and modification of the Statements of Investment Policy when appropriate.
- Monitor the performance and compensation of vendors retained to assist in the investment of the assets of the Pension Plan and 401(k) Plans and in the administration of the Pension Plan and 401(k) Plans (including but not limited to trustees and custodians, record keepers, investment advisors, asset managers and actuaries), and to approve the Administrative Committee's and 401(k) Committee's recommendations regarding changes in such vendors when appropriate.
- Review with management and the Administrative Committee and/or the 401(k) Committee and legal counsel and other advisors, as necessary and appropriate, applicable statutory and regulatory changes and the impact of such changes on plan documentation, funding, investments and administration of the Pension Plan and the 401(k) Plans.

IV. DELEGATION

In addition to the duties delegated to the Administrative Committee and the 401(k) Committee as described above, the Pension Committee may delegate any and all of its duties hereunder to such officers and employees of the Company as it deems appropriate. The Pension Committee shall monitor the performance of the Administrative Committee and the 401(k) Committee and such other delegates, consistent with its oversight responsibilities under this Charter.

V. OTHER

The Pension Committee shall make regular reports of its recommendations and actions to the full Board, as necessary and appropriate, following each Pension Committee meeting. The Pension Committee shall review the adequacy of this Charter at least annually and recommend, as necessary, proposed changes to the full Board for approval. The Pension Committee shall perform a self-evaluation at least annually and report its findings to the full Board. The Pension Committee shall perform such other activities which it deems necessary or appropriate provided such activities are consistent with the intent of this Charter, the Company's Certificate of Incorporation, By-Laws and Corporate Governance Principles.