

AMPHENOL CORPORATION AUDIT COMMITTEE CHARTER

I. PURPOSE

The Audit Committee shall provide assistance to the Board of Directors in its oversight of:

- (i) The quality and integrity of the Company's consolidated financial statements and its internal control over financial reporting;
- (ii) The Company's compliance with legal and regulatory requirements affecting financial reporting;
- (iii) The qualifications, independence and performance of the independent auditors;
- (iv) The audits of the Company and its subsidiaries; and
- (v) The performance of the Company's internal audit function.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall consist of a minimum of three members, each of whom is determined by the Board to be "independent" under the rules of the New York Stock Exchange and the rules and regulations of the SEC. All members of the Committee shall have sufficient financial experience and ability to discharge their responsibilities, and at least one member of the Committee shall be an "audit committee financial expert" as defined by the SEC.

No member of the Committee may serve simultaneously on the Audit Committee of more than two other public companies.

Compensation

No member of the Committee shall receive compensation from the Company other than fees and regular benefits for service as a director of the Company, including reasonable compensation for serving on the Committee.

Appointment and Removal

The members of the Committee shall be appointed by the Board and may be removed, with or without cause, by the Board at its discretion.

Chairman

The Chairman of the Committee shall be designated by the Board, provided that if the Board does not so designate a Chairman, the members of the Committee, by a majority vote, may designate a Chairman.

III. MEETINGS

The Committee shall meet with the independent auditors and senior management of the Company at least twice a year to review the scope of the annual audit, the audit plan and audit results and to review and discuss risk management and such other matters as the Committee, in consultation with senior management of the Company, deems to be necessary and appropriate. The Committee shall also meet with

the independent auditors and senior management on a quarterly basis to review the Company's quarterly earnings press releases, including the press release reporting full year results, and financial statements related thereto. At each meeting the Committee shall meet privately with the independent auditors and separately in executive session. The Committee shall meet more frequently as circumstances dictate. Members of the Committee shall meet separately as necessary and appropriate with senior management, including employees responsible for the internal audit function, financial reporting, treasury, risk management, taxes and information technology and the independent auditors of the Company.

IV. RESPONSIBILITIES AND DUTIES

The Committee shall carry out its responsibilities and duties as delegated to it by the Board from time to time. The Committee shall perform its functions as required by applicable laws, rules and regulations including, without limitation, the Sarbanes-Oxley Act and the rules and regulations of the SEC, the New York Stock Exchange and the Public Company Accounting Oversight Board. In the performance of its duties, the Committee shall have the authority to retain and authorize payment of outside legal, accounting and/or other advisors.

Documents/Reports Review

1. The Committee shall review with management and the independent auditors, reports on the evaluation of the Company's internal control over financial reporting and, prior to public dissemination, the Company's annual audited financial statements and unaudited quarterly financial statements to be included in the Company's Form 10-K and 10-Q filings and the related disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee shall recommend to the Board whether the Company's annual audited financial statements should be included in the Company's Annual Report on Form 10-K.
2. The Committee shall review with management and the independent auditors, prior to public dissemination, the Company's earnings press releases, including supporting financial information, and shall review any financial information and earnings guidance to be provided to analysts and rating agencies not previously included in earnings press releases or otherwise disclosed to the Committee or to the full Board of Directors of the Company. The Committee's review of earnings press releases shall specifically include, as necessary, review of the use of any "pro-forma" or "adjusted" non-GAAP information.

Independent Auditors

1. The Committee shall select, engage, evaluate and replace, if deemed necessary, the independent auditors. The Committee shall approve all audit engagement fees and terms. The Committee shall also pre-approve all permissible tax and other non-audit services, including fees and terms for such services, provided in each case that such services are permissible under the rules of the PCAOB and the Audit Committee's Pre-Approval Policy.
2. The Committee shall review, at least annually, the qualifications, performance and independence of the independent auditors. In conducting its review, the Committee shall:
 - a. Take into account the opinions of senior management and other personnel responsible for internal control over financial reporting and internal audit functions of the Company;
 - b. Review a report by the independent auditors describing: (i) the firm's internal quality-control procedures; (ii) any material issues raised by the internal quality control review or peer review of the independent auditor within the five preceding years, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years and any steps taken by the independent auditors to deal with any such issues; and (iii) all relationships

between the independent auditors and the Company and any other relationships that may affect the auditors' independence;

- c. Ensure the rotation of the lead audit partner at least every five (5) years as well as the rotation of other partners as required.
3. The Committee shall review and approve the proposed scope of the annual audit of the Company's financial statements, any material changes in the actual scope of the audit and the evaluation of the Company's internal controls for financial reporting.
4. The Committee shall review and discuss with the Company's independent auditors any other matters, as required and appropriate, to sustain a constructive dialogue about significant matters relevant to the audit of the financial statements of the Company and of internal control over financial reporting.

Internal Audit Function

1. The Committee shall review with the Company's internal auditor: (1) that the internal audit function is effective in the overall Company program for insuring the adequacy of the Company's system of internal financial controls; (2) the scope and coverage of the annual internal audit plan; (3) the execution and results of such plan; (4) the timely disposition and resolution of matters identified in such audits; (5) the personnel, competencies and organizational structure of the internal audit staff; and (6) such other matters as the Committee deems appropriate.

Financial Reporting Process and Accounting Principles

1. The Committee shall review with senior management and the independent auditors, at least annually, the integrity of the Company's financial reporting processes, both internal and external, and the selection and quality of the Company's accounting principles.
2. The Committee shall review with the independent auditors and senior management as necessary and appropriate (i) the effect of critical accounting policies and practices; (ii) significant estimates and judgments; and (iii) applicable regulatory and accounting standards and principles, as well as any off-balance sheet structures, on the financial statements of the Company.
3. The Committee shall review with the independent auditors (i) any audit problems or other difficulties encountered by the auditors in the course of the audit process, and (ii) management's responses to such matters. The Committee shall also review with the independent auditors (i) accounting adjustments that were noted or proposed by the auditors but were determined by management to be immaterial, (ii) material alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative disclosure and treatments and the treatment preferred by the independent auditors, (iii) reports on the evaluation of the Company's internal controls for financial reporting, (iv) material written communications between the independent auditors and management; including, but not limited to any "management" or "internal control" letter issued by the independent auditors to the Company; and (v) the responsibilities, budget and staffing of the Company's internal audit function.

Legal Compliance/General

1. The Committee shall discuss with senior management and the independent auditors the Company's guidelines and policies with respect to risk assessment and risk management, including major financial risk exposures, as well as the steps taken by management to monitor and mitigate any known risk. Senior management remains primarily responsible for assessing and managing the Company's exposure risk.

2. The Committee shall set clear hiring policies for employees or former employees of the Company's independent auditors.
3. The Committee shall establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Reports

1. The Committee shall prepare a Report of the Audit Committee on an annual basis for inclusion in the Company's Proxy Statement.

V. REPORTS TO BOARD, ANNUAL PERFORMANCE EVALUATION AND REVIEW OF CHARTER

The Committee shall report its recommendations to the Board as necessary and appropriate. The Committee shall report to the Board the results of an annual performance self-evaluation. The Committee shall also conduct an annual review of the adequacy of this Charter and recommend any proposed changes to the Board for approval.