

COMPENSATION COMMITTEE CHARTER

1. PURPOSE

The Compensation Committee has responsibility for establishing, implementing and continually monitoring adherence to the compensation philosophies and objectives of Amphenol Corporation (the “Company”) and its subsidiaries. In allocating the Company’s resources towards compensation, the Committee strives to manage the tension between ensuring that the total compensation paid to executive officers and key management employees is judicious and reasonable, while also capable of attracting, retaining and motivating the executive officers and key management employees. A primary goal of these philosophies and objectives is to align the interests of management with stockholders to drive stockholder value.

The Compensation Committee is responsible for the Compensation Discussion & Analysis and the Compensation Committee Report included in the Company’s Annual Proxy Statement. The Committee shall review and discuss the Compensation Discussion & Analysis with management each year prior to its inclusion in the Company’s Annual Proxy Statement.

2. MEMBERSHIP AND ORGANIZATION

The Compensation Committee shall be comprised of at least three directors, each of whom shall be affirmatively determined by the Board to be independent under the Listing Standards of the New York Stock Exchange. Committee members may be appointed and removed at the discretion of the Board. The Committee has the authority, in its sole discretion, to retain independent compensation consultants, counsel, accountants and other advisors at the expense of the Company. The Committee will meet, with or without members of management present, whenever they deem such meetings or sessions necessary and appropriate.

3. RESPONSIBILITIES

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

- o Review and approve the overall compensation philosophy and guidelines for all executive officers and key management employees of the Company and its subsidiaries;
- o Complete an annual performance evaluation of itself;
- o Review and approve changes as necessary and appropriate to the Company’s Executive Incentive Plan, the Company’s annual Management Incentive Plan and the Company’s Stock Option Plan. The Company’s Executive Incentive Plan and the Company’s annual Management Incentive Plan are collectively hereinafter referred to as the “incentive plan”.
- o Review and approve the goals relevant to compensation and evaluate the performance of the Company’s Chief Executive Officer and determine and approve, as deemed necessary and appropriate, any changes in compensation, including the level of his base salary, performance-based incentive plan target, performance-based incentive plan payments

and/or option awards. Approve any performance based incentive plan payments and/or option awards to the Company's Chief Executive Officer;

- o Review and approve recommendations from the Company's Chief Executive Officer related to the performance-based incentive plan pool, any performance-based incentive plan allocations, any stock option pool, any stock option awards and other related matters for all other executive officers and key management employees and any prospective senior management employees of the Company and its subsidiaries;
- o Review and approve recommendations from the Company's Chief Executive Officer related to specific adjustments to individual base salary and incentive plan targets and allocations for all executives reporting directly to the Chief Executive Officer and the other top 20 paid executives of the Company based on annual base salary for employees of the Company and its subsidiaries; and
- o Review and approve the Compensation Committee Report for inclusion in the Company's annual Proxy Statement.

4. OTHER

The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Compensation Committee. Prior to selecting a compensation consultant, legal counsel or other advisor, the Compensation Committee shall take into consideration all factors relevant to that person's independence from management as required under the Listing Standards of the New York Stock Exchange (this requirement does not extend to (i) in-house legal counsel and (ii) any compensation consultant, legal counsel or other advisor whose role is limited to the following activities for which no disclosure would be required under Item 407 (e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide).

The Compensation Committee shall make regular reports of its recommendations and actions to the full Board. The Compensation Committee shall review the adequacy of this Charter at least annually and recommend, as necessary, proposed changes to the full Board for approval. The Compensation Committee shall perform a self-evaluation at least annually and report its findings to the full Board. The Compensation 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.