

Corporate Governance Principles

Amphenol's Corporate Governance Principles have been approved by the Board of Directors and, together with the Company's Certificate of Incorporation, as amended and/or restated from time to time, its By-Laws, as amended and/or restated from time to time, its Code of Business Conduct and Ethics and the Charters of the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee of the Board, form the framework for the governance of the Company.

1. Role of Board of Directors and Management

Amphenol's business is conducted by its officers, managers and employees under the direction of its Chief Executive Officer. The Board oversees strategic, financial and business planning and performance of the Company and, together with senior management, works to assure that the long-term interests of stockholders are being served. The Board may appoint a Presiding Director whose responsibilities shall include interfacing with the Chairman of the Board and/or the Chief Executive Officer, to facilitate and effectuate the decisions and the recommendations of the other independent directors serving on the Board.

2. Board Functions and Responsibilities

The Board of Directors meets at least four times a year to review and discuss the performance of the Company and its short and long term plans and prospects. In addition, the Board is prepared to meet as often as is necessary to address any material issues facing the Company.

In addition to its general responsibility for oversight of executive and senior management and the financial well being of the Company, the Board of Directors more specific responsibilities and functions include:

- evaluating and compensating the Chief Executive Officer;
- overseeing the development and compensation of executive and senior management;
- reviewing, evaluating and monitoring proposed major corporate transactions;
- assessing material risks to the Company including, without limitation, the identification and evaluation of enterprise risk and the consideration of appropriate risk avoidance, mitigation and response strategies;
- reviewing, evaluating and monitoring the Company's ongoing responsibilities to its employees, customers, suppliers and stockholders; and
- reviewing, evaluating and monitoring those systems relating to the Company's continuing compliance with applicable laws.

3. Independent Advisors

The Board and each Committee of the Board shall have the right at any time to retain independent outside financial, legal or other advisors to assist them with their functions and responsibilities.

4. Board Member Criteria and Selection

Members of the Board of Directors should have high professional, business and personal ethics. They should have broad experience at the policy-making level in business, finance and/or technology. They should be able to provide insights and practical opinions based on their education, professional training, business experience and expertise. They should be committed to enhancing stockholder value and should have sufficient time, energy and interest to carry out their duties. The Nominating/Corporate Governance Committee of the Board of Directors is charged with primary responsibility for identifying qualified individuals to serve on the Board of Directors. In doing so, the Nominating/Corporate Governance Committee and the full Board of Directors, acting on the recommendations of the Committee, shall consider not only skills, experience and expertise, but also gender, race and culture; it being recognized that diversity is an important factor to be considered in the identification of qualified individuals to serve the Board of Directors, the nomination of Directors and the composition of an effective Board of Directors.

5. Director Independence

A majority of the Board of Directors will consist of independent directors, as defined by the New York Stock Exchange. To be considered “independent” a Director must be determined by the full Board to have no material relations with the Company other than as a Director. In making its determination concerning the absence of a material relationship, the Board of Directors adheres to all of the specific tests for independence included in the New York Stock Exchange Listing Standards. The full Board will also affirmatively determine, as required by the New York Stock Exchange Listing Standards, that the members of various Committees of the Board are qualified and independent.

6. Board Size, Selection and Term

The By-Laws of the Company provide that the number of Directors shall be determined by the full Board. Board size shall be assessed at least annually by the Nominating/Corporate Governance Committee and changes shall be recommended to the full Board when appropriate. If any nominee is unable to serve as a Director or if any Director is unable or unwilling to continue to serve as a Director, the full Board may reduce the number of Directors or choose a successor Director.

Directors are elected for one year terms by stockholders at the annual meeting of stockholders. Stockholders may propose nominees for consideration by the Nominating/Corporate Governance Committee by submitting names and supporting information to: Secretary, Amphenol Corporation, 358 Hall Avenue, Wallingford, Connecticut, 06492.

7. Committees of the Board of Directors

The Board has established the following Committees to assist the Board in discharging its responsibilities and functions; (a) the Audit Committee, (b) the Compensation Committee, (c) the Executive Committee, (d) the Pension Committee and (e) the Nominating/Corporate Governance Committee. The Committee Chairpersons report the highlights of their meetings to the full Board following each meeting of the respective Committee. The Committees hold meetings in conjunction with regularly scheduled meetings of the full Board, or separately, either in person or via conference phone call or, when necessary, undertake action by Unanimous Written Consent.

8. Meeting Agendas

The Chairman of the Board in consultation with the Chief Executive Officer and the Chairpersons of the various Committees of the Board and the Secretary of the Company, proposes Agendas for Board Meetings and Committee Meetings. Proposed Agendas are distributed prior to meetings to the full Board or to Committee members, as appropriate, for review and comment. Directors are invited to make suggestions for the inclusion and dissemination of pre-meeting and meeting materials. The Chairman of the Board or the respective Chairperson of a particular Committee in consultation with the Chief Executive Officer and the Chief Financial Officer and the Secretary determines the nature and extent of information and materials that are provided regularly to Directors or Committee members and any additional special information and materials that are to be provided to Directors prior to any particular Board Meeting or Committee Meeting.

9. Non-Employee Director Sessions

Non-Employee Directors shall be afforded an opportunity to meet privately among themselves, without management present, at each regularly scheduled full Board and each Committee Meeting. The Non-Employee Directors may also meet without management present at such other times as they deem necessary and appropriate.

10. Self Evaluation

The full Board and each Committee perform an annual self-evaluation. The individual assessments are summarized for discussion with the full Board in January of each year or at such other time as the full Board directs.

11. Business Conduct and Ethics Code

The Board expects all Directors, Officers and employees to act ethically at all times and to acknowledge their adherence to the Amphenol Code of Business Conduct and Ethics. The Company will not make personal loans or extensions of credit to any Directors or executive officers. Except as set forth in this paragraph, the Board will not permit any waiver of any ethics policy for any Director or executive officer. If an actual or potential conflict of interest arises for a Director or an executive officer, the Director or executive officer shall promptly inform the Chief Executive Officer. If a significant conflict exists and cannot be resolved, the Chief Executive Officer should report the matter to the full Board and the Director or executive officer should be asked to resign. All Directors are

required to recuse themselves from any discussion or decision affecting their personal, business or professional interests. The full Board shall be promptly advised of and shall be required to resolve any actual or potential conflict of interest issue involving the Chief Executive Officer.

12. Reporting of Accounting, Internal Controls or Auditing Concerns

The Audit Committee has established procedures to receive, evaluate and respond to complaints or concerns regarding accounting, internal controls or auditing matters including procedures for the confidential and anonymous submission by Company employees. Copies of the procedures are prominently displayed on employee bulletin boards throughout the Company and each employee who works in an accounting, finance, auditing or internal control function in any operation of the Company is required to provide a written acknowledgement of his/her receipt, review and understanding of the established reporting procedures on a periodic basis.

13. Communications with Non-Employee Directors

Interested stockholders who wish to communicate any concerns or questions about the Company to Non-Employee Directors may do so by U.S. Mail to the Chairman of the Audit Committee of the Board of Directors, c/o Secretary, Amphenol Corporation, 358 Hall Avenue, Wallingford, Connecticut 06492. The Company's Secretary will compile any communications, summarize lengthy and repetitive communications and promptly forward the same to the Chairman of the Audit Committee. The Company's Secretary will coordinate the delivery of any response to the interested stockholder that the Chairman of the Audit Committee, in consultation with such Non-Employee Directors as he deems to be necessary and appropriate.

14. Director Orientation and Continuing Education

Amphenol maintains an orientation and continuing education program that includes regular distribution of financial and business information and periodic site visits and presentations by key management employees. In addition, the Company supports continuing education of Directors including seminars and programs offered by third parties.

15. Access to Key Management Employees

Directors are provided access to any key management employee regarding any questions or concerns that the Director may have.

16. Compensation of Directors

Non-Employee Directors receive compensation that is competitive and intended to facilitate increased ownership of Company stock. Compensation consists of a fixed annual fee which Directors can elect to receive in cash or in phantom share units. The Chairperson of each Committee of the Board of Directors receives an additional annual stipend for their Committee services. No meeting fees are paid and the Company does not have a retirement plan or any other benefit plans for Directors. The annual compensation

paid to Non-Employee Directors previously included an annual stock option award and now includes an annual restricted stock award.

17. Management Succession Plan

The Board shall maintain a succession plan for the Chief Executive Officer and other executive and senior management employees based upon the recommendations of the Nominating/Corporate Governance Committee. The succession plan shall be reviewed at least annually.

18. Other

The Nominating/Corporate Governance Committee of the Board shall review Amphenol's Corporate Governance Principles annually and make recommended changes as it deems appropriate.