

# **Finance Committee Charter**

## **I. PURPOSE**

The Finance Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of Amphenol Corporation (the “Company”) in overseeing the policies, practices, strategies and risks relating to certain financial affairs of the Company consistent with the responsibilities set forth in this Charter.

## **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.

## **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, via any recognized teleconferencing platform or any other generally recognized communication medium.

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 responsibilities of the Committee are broadly defined to include oversight of aspects of the financial management of the Company. The following functions shall be the common recurring activities of the Committee in carrying out its oversight function.

1. Review and recommend for approval by the Board proposed changes to dividend policies, stock splits and programs for the repurchase of the Company's stock.
2. Review the Company's capital structure, liquidity and plans for financing its capital requirements.
3. Review and recommend for approval by the Board the registration and issuance of the Company's equity securities (other than pursuant to director and employee incentive compensation plans).
4. Review and approve the registration and issuance of the Company's debt securities.
5. Periodically review the Company's global treasury activities (including cash management and the use of hedges and derivative instruments).
6. Annually review and as necessary approve the Company's policy election to be exempt from mandatory clearing of over-the-counter derivatives pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act.
7. Periodically review the Company's insurance program.
8. Periodically review the Company's tax planning activities.
9. Periodically review the Company's US-based pensions and 401K plans.

The Committee shall maintain minutes or other records of meetings and activities of the Committee.

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