

AMPHENOL CORPORATION (the Company)

PENSION COMMITTEE CHARTER

I. PURPOSE

The Pension Committee has oversight responsibility for the funding, investments, and administration of the following U.S. defined benefit pension plans (the Pension Plans):

- Pension Plan for Employees of Amphenol Corporation
- Pension Plan for Employees of Keystone Thermometrics
- Plan for Hourly-Paid Employees of TMS Division

In addition, the Pension Committee has general fiduciary and administrative responsibility for the various defined contribution, 401(k) plans sponsored by the Company (collectively the “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. The Pension 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, comprised of the Company’s Chief Financial Officer and Treasurer, to manage the funding, investments and administration of the Pension Plans.

The Pension Committee has also established a 401(k) Committee, 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 available in the 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 and Approve the Administrative Committee’s recommendations regarding the actuarial assumptions for the Pension Plans and associated funding requirements,

ensuring Company contribution levels are enough to meet the minimum funding requirements under the Internal Revenue Code and the Employee Retirement Income Security Act of 1974.

- Review any additional contributions to the Pension Plans, 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 Plans 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 Plans, and the 401(k) Committee's recommendations for the Statement of Investment Policy for the 401(k) Plans.
- Monitor compliance with policies, including periodic review of the actual investment performance of selected investment vehicles against appropriate benchmarks and against the objectives set forth in the Statements of Investment Policy, and reassessment and modification of the Statements of Investment Policy when appropriate.
- Monitor the performance and compensation of vendors retained by the Pension Plans and 401(k) Plans and 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 Plans 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.