

Last approved by the Board of Directors on 10-28-20

Executive Stock Ownership Guidelines for Amphenol Corporation

The Board of Directors (the “Board”) of Amphenol Corporation (the “Company”) has adopted stock ownership guidelines for certain executive officers of the Company (each, an “Executive”) as of January 1, 2020 (the “Effective Date”). The Board may further update these guidelines from time to time. The Board believes that share ownership aligns the interests of executives with the interests of shareholders, promotes sound corporate governance and demonstrates a long-term commitment to the Company.

Ownership Guidelines

The CEO is required to own shares of Company stock having a total value equal to at least 5x base salary.

The CFO is required to own shares of Company stock having a total value equal to at least 3x base salary.

Any new CEO or CFO will have five years from the date of his/her appointment to attain the required level of stock ownership.

If an executive falls below the applicable guideline due solely to a decline in the value of Company Stock, the executive will not be required to acquire additional shares to meet the guideline, but he or she will be required to retain all shares then held (except for shares withheld to pay withholding taxes or the exercise price of stock options) until such time as the executive again attains the target multiple.

Stock Ownership

The following types of equity instruments count in determining stock ownership for purposes of these guidelines:

- Shares owned individually by the Executive or owned either jointly with, or individually by, his or her immediate family members residing in the same household;
- Shares held in trust for the benefit of the Executive or his or her immediate family members;
- Shares purchased on the open market;
- Shares obtained through stock option exercise (and not thereafter sold); and
- 60% of the value (assuming a cashless exercise) of vested but unexercised stock options

Stock ownership does not include unvested stock options.

Exceptions

There may be rare instances where the stock ownership guidelines would place a severe financial hardship on the Executive. The Compensation Committee may, in its discretion, modify the stock ownership requirements in special circumstances.

Administration

These guidelines shall be administered and interpreted by the Compensation Committee.