

Corporate Governance Principles

Amphenol's Corporate Governance Principles have been approved by the Board of Directors of the Company (the "Board") 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/Corporate Governance Committee (the "NCG Committee"), the Compensation Committee, the Finance Committee and the Executive 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 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's more specific responsibilities and functions include:

- evaluating and compensating the Chief Executive Officer;
- reviewing, evaluating and monitoring 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;

- reviewing, evaluating and monitoring those systems relating to the Company's continuing compliance with applicable laws;
- reviewing, evaluating and monitoring the Company's sustainability and corporate social responsibility policies, strategies and programs; and
- reviewing, evaluating and monitoring the Company's risk avoidance, mitigation and response strategies relating to cybersecurity matters.

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 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 NCG Committee is charged with primary responsibility for identifying qualified individuals to serve on the Board. The Board believes it functions most effectively when comprised of a diverse set of members, including a healthy mix of short-, mid- and long-serving members. The Board also believes that diversity includes diversity in terms of background, skills, age, experience and expertise, as well as gender, race and culture. As such, diversity is an important factor to be considered in the identification of qualified individuals to serve on the Board, the nomination of Directors and the composition of an effective Board.

5. Director Independence

A majority of the Board 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 NCG 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 NCG Committee by submitting names and supporting information to: Secretary, Amphenol Corporation, 358 Hall Avenue, Wallingford, Connecticut, 06492.

7. Elections of Directors

In accordance with the Company's By-laws, unless the Secretary of the Company determines that the number of nominees exceeds the number of Directors to be elected at any meeting of the stockholders as of the record date for the meeting, a nominee must receive more votes cast for than against his or her election or re-election (with abstentions not counted as a vote cast either for or against that nominee's election) in order to be elected or re-elected to the Board of Directors. The Board of Directors shall nominate for re-election as Directors only incumbent candidates who tender, prior to the mailing of the proxy statement for the meeting at which they are to be re-elected as Directors, irrevocable resignations that will be effective upon the occurrence of both (1) the failure to receive the required vote for re-election at any meeting at which they are nominated for re-election and (2) Board of Directors acceptance of such resignation. In addition, the Board of Directors shall fill Director vacancies and new directorships only with candidates who tender, at or prior to the time of their appointment to the Board of Directors, the same form of resignation tendered by other Directors in accordance with this Corporate Governance Principle.

In the event one or more Directors fails to receive the required vote for election or re-election (each, a "Subject Director"), either (i) the NCG Committee or (ii) if one or more of the members of the NCG Committee is a Subject Director or the Board of Directors determines that a committee other than the NCG Committee should recommend whether to accept the Subject Director's resignation, a committee consisting solely of independent directors (as determined in accordance with applicable New York Stock Exchange rules and listing requirements) who are not Subject Directors (the committee described in clause (i) or (ii) of this sentence, the "Committee" for purposes of this Corporate Governance Principle) will make a recommendation to the Board of Directors as to whether to accept or reject the Subject Director's previously tendered resignation, or whether other action should be taken (including whether to request that a Subject Director resign from the Board of Directors if no resignation had been previously tendered). The Board of Directors, not including any Subject Director, shall act with respect to any Subject Directors, taking into account the recommendation of the Committee, within ninety (90) days from the date of the certification of the election results and shall notify the Subject Directors of its decision. Notwithstanding the foregoing, if the result of accepting all tendered resignations then pending and requesting resignations from Directors who did not submit a resignation prior to the relevant meeting would be that the Company would have fewer than three Directors who were in office before the election of directors, the Board of Directors may determine to extend such 90-day period by an additional ninety (90) days if it determines that such an extension is in the best interests of the Company and its stockholders.

The Committee in making its recommendation, and the Board of Directors in making its decision, may each consider all factors it considers relevant, including any stated reasons for “against” votes, whether the underlying cause or causes of the “against” votes are curable, the length of service of each Subject Director, each Subject Director’s contributions to the Company, whether the acceptance of any resignation would cause the Company to fail to comply with any requirement of the New York Stock Exchange or any rule or regulation promulgated under the Securities Exchange Act of 1934, as amended, whether acceptance of any resignation would lead to a “change of control” of the Company as determined pursuant to any financing or other material agreement of the Company or any of its subsidiaries, and whether acceptance of any resignation would lead to a default under any material agreement to which the Company or any of its subsidiaries is a party or otherwise bound. Subject Directors shall not participate in the deliberation or recommendation(s) of the Committee or in the deliberation or decision(s) of the Board of Directors. Notwithstanding the foregoing, if all of the independent Directors are Subject Directors, then the Committee shall consist of all the independent Directors, except for the independent Director whose resignation is under consideration, and furthermore, if the Directors who are not Subject Directors constitute less than a quorum of the Board of Directors, then (i) all Directors, except for the Director whose resignation is under consideration, may participate in the Board of Directors’ deliberation and decisions regarding whether to accept or reject the previously tendered resignations, and (ii) the Board of Directors may determine that the effectiveness of its acceptance of any resignations of Subject Directors will occur after the Board of Directors has considered the resignations of all Subject Directors.

The Company shall promptly disclose the decision(s) of the Board of Directors in a filing with the Securities and Exchange Commission of a Current Report on Form 8-K. If a Subject Director’s tendered resignation is not accepted by the Board of Directors or such Subject Director does not otherwise submit his or her resignation to the Board of Directors, such Director shall continue to serve until his or her successor is duly elected and qualified, or his or her earlier resignation or removal. If a Subject Director’s resignation is accepted by the Board of Directors, or if a nominee for Director is not elected and the nominee is not an incumbent Director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy or decrease the size of the Board of Directors in accordance with the Company’s By-laws.

8. Change in Status.

Directors will not accept a seat on any additional public company board without first having the matter reviewed by the NCG Committee. In addition, a Director will tender his or her resignation for consideration by the NCG Committee in the event of a substantial change in the director’s employment status or position. If the NCG Committee does not determine to reject the resignation, the Committee will refer the question to the Board for final determination.

9. 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 Finance Committee and (e) the NCG

Committee. To the extent all members of the Board are not present for a committee meeting, the Committee Chairperson will report the highlights of their meeting to the full Board following each such meeting. The Committees hold meetings in conjunction with regularly scheduled meetings of the full Board, or separately, either in person, telephonically, via any recognized teleconferencing platform or any other generally recognized communication medium. The Committees may also undertake action by Unanimous Written Consent.

10. Meeting Agendas

The Chairman of the Board, in consultation with the Chief Executive Officer and the Secretary of the Company, proposes agendas for Board Meetings. Each other Director is encouraged to provide feedback on potential agenda topics to the Chairman of the Board or the Chief Executive Officer. The Chairperson of each Committee, in consultation with the Chief Executive Officer and the Secretary of the Company, reviews and approves agendas for Committee Meetings. Each other Committee member is encouraged to provide feedback on potential agenda topics for his or her respective committee to the Chairman of the Committee. 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.

11. Independent and Non-Employee Director Sessions

Independent Directors shall be afforded an opportunity to meet privately among themselves, without management present, at each regularly scheduled full Board and Committee Meeting. The independent Directors shall meet at least once per year, without management present.

12. Self-Evaluation

The full Board and each Committee perform annual self-evaluations. The individual assessments are summarized for discussion with the full Board at such time as the full Board directs.

13. 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.

14. 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.

15. 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 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 Board and the Presiding Director. The Company's Secretary will coordinate the delivery of any response to the interested stockholder with the Chairman of the Board and the Presiding Director, together with any other Directors as he deems to be necessary and appropriate.

16. 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.

17. Access to Key Management Employees

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

18. 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 cash fee and an annual restricted stock award. The Chairperson of each Committee receives an additional annual stipend for their Committee services, and the Chairman and Presiding Director each receive an additional annual stipend for serving in such roles. No meeting fees are paid and the Company does not have a retirement plan or any other benefit plans for Directors.

The aggregate value of all cash and equity-based compensation granted or paid, as applicable, by the Company to any individual for service as a Non-Employee Director with respect to any fiscal year of the Company will not exceed (i) a total of \$500,000 with respect to any cash compensation and (ii) \$500,000 in total value with respect to any equity-based compensation, calculating the value of any such equity-based compensation based on the grant date fair value of such equity-based compensation for financial reporting purposes.

19. Management Succession Plan

The Board shall maintain a succession plan for the Chief Executive Officer and other executive and senior management employees. The succession plan shall be reviewed at least annually.

20. Other

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