



## **BELDEN INC. COMPENSATION COMMITTEE CHARTER**

### **Purpose**

The purpose of the Committee shall be to carry out the Board's overall responsibility relating to the compensation of the Chief Executive Officer ("CEO") and the Company's other executive officers.

### **Membership**

The Compensation Committee (the "Committee") of the Board of Directors of Belden Inc. ("Company") shall consist of two or more directors, each of whom shall meet the independence requirements of the New York Stock Exchange. In assessing the independence of a director to serve on the Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company, which is material to that director's ability to be independent from management in connection with the duties of a Committee member. Members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and may be replaced or removed with or without cause by the Board at its discretion.

### **Responsibilities**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as directed by the Board of Directors or as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

1. To establish the Company's executive compensation philosophy and objectives, and in furtherance therewith, shall receive periodic reports on the Company's compensation programs as they affect all employees.
2. To review and evaluate the Company's programs, priorities and progress for the recruiting, staffing, developing and retaining of competent managers for present and future Company needs, including the management succession planning for the CEO and other executive officers.
3. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the CEO. At least once a year the Committee, together with other independent directors, shall evaluate the CEO's performance in light of these established goals and objectives and based upon these evaluations (and existing employment agreements, if any) shall set the CEO's annual

compensation, including salary, bonus, incentive and equity compensation. In conducting this evaluation, the Committee may consider the Company's performance and relative shareholder return, the value of incentive awards granted to chief executive officers at comparable firms and past awards to the CEO and any other factors that the Committee determines are relevant.

4. To review and approve executive officer compensation, including: (a) base salary and annual incentive opportunities; (b) all other incentive awards and opportunities (including equity-based awards and opportunities); (c) any employment agreements and severance arrangements; and (d) any change-in-control agreements, including any amendments to such arrangements or agreements.
5. To review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans. The Committee will be responsible for approving the peer group of companies to be used in reviewing the competitiveness of pay and relative performance in the long-term incentive program. The Committee shall review the Company's compensation practices, policies and programs for executive officers and other employees to determine whether the Company's practices, policies and programs encourage excessive or unnecessary risk-taking and whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company.
6. To periodically review the adequacy and competitiveness of the Company's benefits, retirement and perquisites programs applicable to executive officers.
7. Establish and monitor compliance with any stock ownership guidelines of the Company that are applicable to executive officers or directors.
8. Review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to Executive Officers and other employees.
9. To review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management, and based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
10. To provide the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations of the SEC.

11. To assess the results of the Company's most recent advisory vote on executive compensation ("Say on Pay") and any other feedback garnered through the Company's ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay vote outcomes and other shareholder feedback.
12. To make regular reports to the Board; annually review Committee performance; and annually review the adequacy of this charter and recommend any proposed changes to the Board for approval.
13. To perform such other activities and functions related to executive compensation as may be assigned from time to time by the Board.

### **Authority**

The Committee shall have the sole authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided that such delegation is permitted under applicable laws, rules and regulations. To the extent required, any such subcommittee must consist solely of at least two members of the Committee who are non-employee directors for the purposes of Rule 16b-3 promulgated under the Exchange Act, as in effect from time to time. Further, the Committee may delegate to the CEO the authority to make grants of equity-based compensation to eligible individuals who are not executive officers. The CEO shall report regularly to the Committee on the grants so made. The Committee shall have the resources and authority to fulfill its responsibilities and may retain and terminate any compensation consultant, outside counsel and other advisors as the Committee may deem appropriate, and in making such selection, the Committee will assess the independence of the consultant, outside counsel, or other advisors. The Committee shall have sole authority to approve related fees and retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications and the Committee will take all necessary steps to preserve the privileged nature of those communications.

### **Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities and anticipates meeting at least quarterly throughout the year. The Committee shall meet either in person or telephonically, and at such times and places as the Committee Chair determines. The Board may appoint a Chair of the Committee. The Chair will preside, when present, at all meetings of the Committee. The Committee Chair shall approve the agenda for the Committee's meetings in consultation with other members of the Committee, and any member may suggest items for the Committee's consideration. Each meeting should be scheduled to afford the Committee the opportunity to meet in executive session. The Committee shall meet in executive session without the presence of the management during voting or deliberations on executive compensation. The Committee shall report regularly to the full Board of Directors with respect to its activities. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the affirmative vote of the majority of those present shall be necessary for any

action by the Committee. The Committee may take action by unanimous written consent in lieu of a meeting.

**Reliance on Others**

Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance of members of the Committee on reports or other information provided by others.