

# **Stock Ownership Guidelines for the Non-Employee Directors of Amphenol Corporation**

The Board of Directors (the “Board”) of Amphenol Corporation (the “Company”) has adopted stock ownership guidelines for the Non-Employee Directors 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 the Board with the interests of shareholders, promotes sound corporate governance and demonstrates a long-term commitment to the Company.

## **Ownership Guidelines**

Non-Employee Directors of the Company are encouraged to own shares of Company stock having a total value equal to at least 3x the annual cash retainer for Board service.

Non-Employee Directors on the Effective Date will have five years from the Effective Date to attain the recommended level of stock ownership. Non-Employee Directors elected after the Effective Date will have five years from the date of election to the Board to attain the recommended level of stock ownership.

## **Stock Ownership**

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

- Shares owned individually by the director 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 director or his or her immediate family members;
- Shares purchased on the open market;
- Shares obtained through stock option exercise (and not thereafter sold);
- 60% of the value (assuming a cashless exercise) of vested but unexercised stock options; and
- Restricted stock and restricted stock units

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 a director. The Compensation Committee may, in its discretion, modify the stock ownership recommendations in special circumstances.

## **Administration**

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