



**BELDEN CDT INC.
COMPENSATION COMMITTEE CHARTER**

The Compensation Committee of the Board of Directors of Belden CDT Inc. ("Company") shall consist of four directors. Members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board in its discretion. All members of the Committee shall be independent directors under applicable New York Stock Exchange standards.

The purpose of the Committee shall be to carry out the Board's overall responsibility relating to executive compensation.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive officer, and to oversee the development of executive succession plans.
2. To establish the Company's executive compensation philosophy and objectives.
3. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer. At least once a year the Committee, together with other independent directors, shall evaluate the chief executive officer's performance in light of these established goals and objectives and based upon these evaluations (and existing employment agreements, if any) shall set the chief executive officer's annual compensation, including salary, bonus, incentive and equity compensation. In conducting this evaluation, the Committee shall 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 chief executive officer.
4. To review and approve the compensation, including salary, bonus, incentive and equity compensation, for senior executive officers. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of other Company officers.
5. To periodically review the adequacy and competitiveness of the Company's benefits and perquisites programs.

6. 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 have the sole authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. The Committee shall have authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee anticipates meeting at least quarterly throughout the year and each meeting should be scheduled to afford the Committee the opportunity to meet in executive session. The Committee shall report its actions and any recommendations to the Board after each Committee meeting, shall conduct and present to the Board an annual performance evaluation of the Committee, and shall prepare a compensation committee report on executive compensation for inclusion in the Company's annual proxy statement or annual report on Form 10-K. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval. The Committee's authority and responsibilities set forth in this charter shall be subject to and in accordance with the Company's Bylaws, as amended.

Adopted June 9, 2002
Revised September 1, 2004
Revised May 16, 2005