

MOLEX INCORPORATED

COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The Compensation Committee (the “**Committee**”) shall oversee the activities of the Company in the area of compensation and benefits for executive officers regardless of form. The objectives of the Committee include the following:

- To create a competitive compensation structure that will attract, motivate and retain key executive talent.
- To ensure that the compensation and benefit policies and practices are linked to both corporate and personal performance that are intended to encourage the best and most appropriate corporate actions that are consistent with the long-term interests of the Company and its stockholders while comporting with the highest level of integrity.
- To produce an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with the applicable rules and regulations.

II. COMPOSITION

The Committee shall consist of no fewer than three members proposed by the Nominating Committee, endorsed by the Chairman and appointed by the Board of Directors (the “**Board**”) annually. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the new members satisfying the criteria set forth below. Members of the Committee shall serve until their successors are appointed and qualify.

Each member of the Committee shall satisfy each of the following criteria:

1. Meets the independence requirements of the National Association of Securities Dealers, Inc.’s Marketplace Rules and other appropriate laws, rules and regulations.
2. If deemed appropriate, meets the definition of “**non-employee director**” under Rule 16b-3 of the Securities Exchange Act of 1934.
3. Is an “**outside director**” for purposes of Section 162(m) of the Internal Revenue Code of 1986.

III. MEETINGS

The Committee shall meet as they deem appropriate but in no event less than two times each fiscal year. The Committee may meet in person and/or take action, via teleconference, *via* written consent or any other means agreed to by the Committee. The Secretary (or a duly designated person) shall prepare minutes for all meetings of the Committee to document the Committee’s discharge of its responsibilities. The draft minutes shall be approved at a subsequent meeting of the Committee and shall be retained as part of the Company’s corporate records.

IV. POWERS AND AUTHORITY

The Committee shall have the following powers and authority in discharging the responsibilities set forth in the next section:

1. To fix its own rules of procedure, unless expressly provided in this Charter or the Company’s by-laws.
2. To retain and terminate any compensation consultant to be used to assist in the evaluation of Chairman, CEO, COO or corporate executive officer compensation and benefits and shall approve the consultant’s fees and other retention terms.
3. To obtain advice and assistance from internal or external legal, accounting or other advisors.
4. To delegate authority to subcommittees when appropriate.

V. RESPONSIBILITIES

The Committee shall have the following responsibilities:

A. Approval of Chairman, CEO and COO Goals

The Committee shall review and approve corporate goals and objectives for the Chairman of the Board, if an employee of the Company, CEO and COO.

B. Set Corporate Executive Officer Base Salary and Merit Cash Bonus

The Committee shall evaluate the Chairman's (if an employee of the Company), CEO's and COO's performances in light of the goals and objectives set for the fiscal year and set the base salaries and merit cash bonuses based on this evaluation considering the competitive compensation for similar positions in similar companies. Members of top management shall report on the performance of the other corporate executive officers of the Company and they shall make compensation recommendations to the Committee who will review and, as appropriate, approve the compensation recommendations.

C. Review and Approve Corporate Executive Officer Awards Under Incentive and Stock Plans

The Committee shall adopt, administer, approve and ratify awards under incentive compensation and stock plans, including amendments to the awards made under such plans, and review and monitor awards under such plans.

D. Review and Approve Miscellaneous Corporate Executive Officer Compensation and Benefits Including Perquisites and Other Expenses

With respect to the Chairman of the Board (if an employee), the CEO and COO, the Committee shall approve or ratify any benefits or miscellaneous compensation in the form of other expenses, or perquisites or deferred compensation or retirement plans that are not generally available to most employees of the Company. The Committee will review and approve the miscellaneous compensation of the other corporate executive officers.

E. Review and Recommend Compensation Plans To the Board of Directors

The Committee shall make recommendations to the Board with respect to incentive compensation plans or equity-based plans that should be approved and presented to the Company's stockholders for adoption, if required.

F. Review and Approve Compensation Material That Will Appear In the Proxy Statement

Each year, the Committee will review and approve the following material that will appear in the proxy statement:

1. The Summary Compensation Table and footnotes.
2. The tables relating to equity-based plans.
3. The Stockholder Return Performance Presentation including the Comparison of Five-Year Cumulative Total Return Graph and the companies that comprise the Peer Group Index.
4. The Report of the Compensation Committee on Executive Compensation

G. Ensure Familiarity With New Developments

The Committee will keep abreast of any new developments pertaining to matters within the scope of the responsibilities delegated to the Committee under this charter *via* training or other appropriate means.

H. Report To the Full Board of Directors

The Committee shall make regular reports to the Board.

I. Amendment of the Charter

The Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.