

MOLEX INCORPORATED

EXECUTIVE COMMITTEE CHARTER

I. PURPOSE

The Executive Committee (the “**Committee**”) shall have the following goals and objectives:

1. To take action, when necessary and appropriate, between regular and special meetings of the Company’s Board of Directors (the “**Board**”).
2. To recommend action regarding certain matters to be taken by the full Board.
3. To oversee responsibilities delegated to a subcommittee when acting on behalf of the Committee.

II. COMPOSITION

The Committee shall consist of no fewer than three members approved by the Nominating Committee, endorsed by the Chairman of the Board 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. Members of the Committee shall serve until their successors are appointed and qualify.

III. MEETINGS

The Committee shall meet as they deem appropriate. The Committee may meet and/or take action in person, *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 or written consents of the Committee to document the Committee’s actions. The minutes or consents shall be retained as part of the Company’s corporate records.

IV. AUTHORITY AND RESPONSIBILITIES

The Committee shall have the authority to act between the regular and special meetings of the Board. Most actions taken by the Committee will be in generally nonsubstantial areas, both legally and financially, that could be authorized by the executive management of the Company but for a third party, a law, rule or regulation or government agency requiring that action be formally approved by the Board. The Committee, in its discretion, may designate a subgroup or subcommittee comprised of some, but not all, of the members of the Committee to discharge some of these less substantial areas. Some of the areas of responsibility for the Committee shall include the following general areas:

A. Transactions in the Ordinary Course of Business

This is the situation where board approval is required for doing business with a third party in the ordinary course of business where the third party requires Board approval. Examples of these types of transactions include, *but are not limited to*, the following:

1. Establishing relationships with banks and other financial institutions and defining the terms and conditions under which the relationship will operate.
2. Approving credit facilities necessary to operate the business on a day-to-day basis.
3. Establishing insurance and risk strategies and contracts.
4. Approving real estate transactions such as the sale, purchase and lease of land and/or facilities.
5. Approving subsidiary-related transactions involving stewardship and ordinary financial transactions such as funds transfer, dividends, etc.
6. Any other transactions that occur in the ordinary course of business that require Board approval.

B. Administration of the Employee Benefit Plans

Under U.S. law and, in particular, under the Employee Retirement Security Act of 1974, as amended (“ERISA”), it is required that the various employee benefit plans and amendments thereto must be approved by the board of directors in order to be “qualified”. In addition, the Corporation has other non-qualified plans that require amendment from time-to-time to reflect new laws or new policies or procedures desired by management. To this end, among the transactions the Committee shall be authorized to approve include, *but are not limited to*, the following

1. Adoption of employee benefit plans.
2. Any amendments or restatements to any employee benefit plan.
3. Any funding to an employee benefit plan.
4. The administration of any employee benefit plan.

C. Emergency Actions Between Board Meetings

The Committee shall have the authority to act between Board meetings if, in the judgment of the Committee, it is necessary that action be taken and the ability of obtaining full Board approval is impractical. Under these circumstances, the full Board will be apprised as soon as practicable after the Committee takes action.

D. Report To the Full Board of Directors

The Committee shall make regular reports to the Board regarding any and all actions it has taken.

E. Amendment of the By-Laws or Committee Charter

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

V. ACTIONS OUTSIDE THE SCOPE OF COMMITTEE AUTHORITY

Notwithstanding anything in the previous section, the following actions shall be specifically excluded from the Committee’s scope of authority:

1. Any action that, under the applicable rules and regulations, requires adoption by an independent majority of the Board.
2. Any transaction that would have a material effect on the Company’s financial statements.
3. Any transaction involving an executive officer of the Company.