

HUBBELL INCORPORATED

Finance Committee of the Board of Directors Charter

This Finance Committee Charter was adopted by the Board of Directors (the “**Board**”) of Hubbell Incorporated (the “**Corporation**”) on December 7, 2004.*

I. PURPOSE

The Finance Committee (the “**Committee**”) of the Board of the Corporation shall provide assistance to the Board in fulfilling its responsibilities by:

- reviewing and recommending to the Board management proposals regarding financing, material divestments and acquisitions, dividend policies, stock repurchase programs, preferred stock redemptions and issuances, stock splits and other proposed changes to the Corporation’s capital structure;
- reviewing the Corporation’s capital expenditure policy;
- monitoring the Corporation’s effective tax rate and related tax matters;
- reviewing with management the Corporation’s insurance programs; and
- reviewing and monitoring the administration and asset management of the Corporation’s ERISA-qualified funded employee retirement plans, as well as the structure and performance of the Corporation’s cash and investment portfolios.

In so doing, the Committee will endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, and management of the Corporation.

II. COMPOSITION

The Committee shall be comprised of at least three directors, as determined by the Board, and one member shall be the Chief Executive Officer of the Corporation.

The members of the Committee shall be appointed annually by the Board, taking into consideration the recommendation of the Nominating and Corporate Governance

* When the positions of Chairman of the Board and Chief Executive Officer are held by the same person, as permitted by the Bylaws, reference in this Charter to the Chairman or Chief Executive Officer shall mean such person, in his or her capacity as Chairman and/or Chief Executive Officer, as applicable.

Committee. Unless a Chairman is designated by the Board, the Committee may designate a Chairman by majority vote of the full Committee membership.

III. MEETINGS AND PROCEDURES

The Committee shall meet at least once annually, and on such other occasions as circumstances may dictate or the members of the Committee may from time to time determine. Meetings of the Committee shall be held upon call by the Chairman of the Board or the Chairman of the Committee in accordance with the notice provisions of the Corporation's bylaws. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee. The Chairman of the Committee or, in his or her absence, another member chosen by the attending members, shall preside at each meeting and, in consultation with the other members of the Committee and the Chairman of the Board, as appropriate, will set the agenda of items to be addressed at each meeting. The Chairman of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting.

When deemed appropriate by the Committee, meetings of the Committee may be attended by such other members of the management of the Corporation as the Committee deems appropriate, and by any other persons whose presence the Committee believes to be necessary or appropriate. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The Committee is authorized to establish the Committee's own rules and procedures consistent with the Corporation's bylaws, the corporate governance guidelines and principles applicable to the Corporation (as adopted, the "**Corporate Governance Guidelines**") and this Charter. The Committee will participate in the performance evaluation of the Committee, as provided for in the Corporation's Corporate Governance Guidelines. The Committee may form and delegate authority to subcommittees when appropriate.

The Chairman of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

The Committee shall maintain written minutes or other records of its meeting and activities. Minutes of each meeting of the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Corporation shall retain the original signed minutes for permanent filing.

IV. GOALS AND RESPONSIBILITIES

To fulfill its duties and responsibilities, the Committee shall be responsible for:

(a) Reviewing and recommending to the Board management proposals concerning:

- long and short-term financings;

- material divestments and acquisitions;
- cash and stock dividend policies;
- programs to repurchase the Corporation's stock;
- issues relating to the redemption and/or issuance of any preferred stock of the Corporation;
- stock splits; and
- other proposed changes in the Corporation's capital structure;

(b) periodically reviewing the Corporation's capital expenditure policy and, when appropriate, recommending changes to the Board;

(c) upon the request of the Board, reviewing and making recommendations to the Board concerning management proposals regarding major capital expenditures and leasing arrangements;

(d) annually reviewing with management the Corporation's insurance programs, including Directors' and Officers' Liability Insurance, and their adequacy to protect the Corporation against major losses and liabilities;

(e) reviewing and monitoring the administration and asset management of the Corporation's ERISA-qualified, funded employee retirement plans, including, but not limited to, the selection of trustees, investment and other advisors and fiduciaries, the allocation of assets between fixed, equity and other investments, the performance, funding status and expenses of the retirement plans and related matters;

(f) reviewing and monitoring the structure and performance of the Corporation's cash and investment portfolios, including the Corporation's investment guideline policies;

(g) monitoring the Corporation's relationship with credit rating agencies and the Corporation's credit ratings;

(h) monitoring the Corporation's effective tax rate and related tax matters and issues; and

(i) performing such other duties as the Board may assign to the Committee from time to time.

V. OTHER RESPONSIBILITIES

(a) The Committee shall evaluate its performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing

the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

(b) The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.