

AMERICAN POWER CONVERSION CORPORATION

Charter of the Corporate Governance and Nominating Committee of the Board of Directors

A. PURPOSE

The Corporate Governance and Nominating Committee (“Committee”) of American Power Conversion Corporation (“Corporation”) is appointed by the Board of Directors (“Board”): (1) to identify individuals qualified to become Board members, and to recommend to the Board proposed nominees; (2) to recommend to the Board directors to serve on each standing committee; (3) to oversee and ensure compliance with all corporate governance policies; (4) to ensure that succession planning takes place for the position of Chief Executive Officer and other senior management positions; (5) to lead the Board in its annual review of the Board’s performance; (6) to evaluate and recommend to the Board a set of Corporate Governance Guidelines and a corporate code of ethics and conduct applicable to all officers, directors and employees (a “Code of Ethics and Business Conduct”); and (7) monitoring compliance with and periodically reviewing the Code of Ethics and Business Conduct.

B. COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than three members, however, if fewer than three independent directors sit on the Board, the Committee shall be comprised of such lesser number as the Board from time to time may designate. Each member of the Committee shall meet the independence and audit committee composition requirements promulgated by the Securities and Exchange Commission, the National Association of Securities Dealers, any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company (each a “Regulatory Body” and collectively, the “Regulatory Bodies”), and any other requirements as determined by the Board, as in effect from time to time.

The members of the Committee shall be appointed and removed by the Board. Unless the Board elects a Chair, the members of the Committee may designate a Chair by majority vote of the members of the Committee. A majority of the members shall constitute a quorum.

C. COMMITTEE AUTHORITY AND RESPONSIBILITIES

To fulfill its responsibilities and duties the Committee shall:

Board Composition and Nominations

1. Evaluate the composition and organization of the Board and its committees in light of requirements established by the Regulatory Bodies as in effect from time to time, or any other applicable statute, rule or regulation which the Committee deems relevant and make recommendations regarding the foregoing to the Board for approval.

2. Recommend to the Board for selection nominees for election as directors of the Corporation in accordance with the criteria specified in the Policy Governing Director Nominations as adopted by this Committee.
3. Recommend to the Board for selection Board members to be appointed to serve on committees of the Board.
4. The Committee shall evaluate the performance of each director before recommending to the Board his or her nomination for an additional term as director.
5. If a vacancy on the Board exists, the Committee will follow the procedures set forth in the Policy Governing Director Nominations.

Establishment and Review of Corporate Governance Policies

1. Evaluate and recommend to the Board a Code of Ethics and Business Conduct for Corporation employees, directors and officers.
2. The Code of Ethics and Business Conduct at a minimum shall (i) comply with any requirements established by any Regulatory Body or any other applicable statute, rule or regulation that the Committee deems relevant, (ii) address conflicts of interest and full and fair disclosure and compliance with laws, (iii) encourage the reporting of any illegal or unethical behavior and expressly prohibit retaliation of any kind for any such reports or complaints, (iv) provide clear and objective standards for compliance with the Code of Ethics and Business Conduct and a fair process by which to determine violations thereof, and (v) contain an enforcement mechanism.
3. Review and assess the adequacy of the Code of Ethics and Business Conduct periodically. The Committee shall recommend any amendments to the Code of Ethics and Business Conduct to the Board for approval.
4. Collaborate with the Corporation's officers and legal counsel to disclose to the stockholders any amendments to the Code of Ethics and Business Conduct required to be disclosed by any Regulatory Body.
5. Review and assess the adequacy of this Charter periodically as conditions dictate and recommend any modifications to this Charter if and when appropriate to the Board for its approval.
6. The Committee shall periodically review and reassess the adequacy of the Corporate Governance Guidelines of the Corporation, as well any guidelines for ethical business practices, and recommend any proposed changes to the Board for approval.
7. The Committee shall consider issues involving possible conflicts of interest of directors and executive officers. The Committee shall have the authority to consider for approval

any related party transactions and, if possible, approve such transactions before they are entered into.

8. The Chair of this Committee may be the presiding Director at the regular meetings of non-management directors, which meetings shall be held in executive session in conjunction with regularly scheduled meetings of the Board.

Oversight of the Evaluation of the Board and Management

1. Evaluate any requests for waivers of the Code of Ethics and Business Conduct, make a recommendation to the Board whether to grant any such waivers and establish a process for prompt disclosure to the stockholders upon the grant of any such waivers as may be required by any Regulatory Body.
2. Conduct a performance evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

General

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall make regular reports to the Board and shall keep written minutes of its meetings which shall be recorded and filed with the books and records of the Corporation.
3. The Committee may form and delegate authority to subcommittees when appropriate.
4. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Take such other actions regarding the Corporation's corporate governance that are in the best interests of the Corporation and its stockholders as the Committee shall deem appropriate or as shall otherwise be required by any Regulatory Body.