

MOLEX INCORPORATED
CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER

I. PURPOSE

The Corporate Governance & Nominating Committee (the “**Committee**”) shall have the following goals and objectives:

1. To identify individuals qualified to become members of the Company’s Board of Directors (the “**Board**”) and recommend which members should serve on its committees.
2. To recommend to the Board which qualified candidates should be nominated to stand for election at each annual meeting of stockholders.
3. To monitor a process to assess Board effectiveness.
4. To develop and implement the Company’s corporate governance guidelines that comply with the applicable National Association of Securities Dealers, Inc. (“**NASD**”) Marketplace Listing Rules (“**Rules**”).

II. COMPOSITION

The Committee shall consist of no fewer than three members recommended by the Committee, and appointed by 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 the independence requirements of the NASD Rules and other appropriate laws, rules and regulations.

III. MEETINGS

The Committee shall meet as it deems appropriate but in no event less than two times each fiscal year. 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 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 outside advisor or consultant as it deems necessary or appropriate, including any search firm to be used to identify director candidates, and shall have the authority to approve the consultant’s fees and other retention terms.
3. To delegate authority to subcommittees when appropriate.

V. RESPONSIBILITIES AND DUTIES

The Committee shall have the following duties and responsibilities, in addition to any additional similar matters that may be referred to the Committee from time to time by the full Board or the Chairman:

A. Review and Recommend the Size and Composition of the Board

The Committee shall periodically review the composition and the number of members comprising the Board and make recommendations to the Board taking into the account factors it deems appropriate including the following:

1. The independence requirements of NASD Rules and other applicable laws, rules and regulations.
2. The number of non-management/independent directors necessary to staff the Board and its committees.
3. The benefit of having key members of executive management of the Company serving on the Board.
4. The time and logistics necessary to function effectively by having meaningful discussions and making timely decisions.
5. The skills and qualifications of the candidates.

B. Set Board Member Qualifications

The Committee shall develop qualification criteria for Board members. The initial qualifications are attached as **Exhibit A** that may be changed from time to time at the discretion of the Committee.

C. Recommend Board Candidates

The Committee will establish procedures for identifying and evaluating director candidates (See **Exhibit B**) including the following:

1. Actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board.
2. Consider nominees proffered by other directors, management, employees, stockholders, consultants hired by the Committee to locate qualified candidates and such other persons as may be deemed appropriate. The Committee will create a policy and develop procedures regarding the submission of nominees by shareholders (See **Exhibit C**).
3. Make recommendations to the full Board concerning all nominees for Board membership, including the re-election of existing Board members.

D. Review and Recommend Director Compensation

The Committee will review and make recommendations regarding the compensation paid to the directors by the Company both as to the amount and the form of the compensation.

E. Recommend Composition and Functions of Board Committees

The Committee will do the following with respect to the committees of the Board:

1. Recommend to the Board the number, accountability, types and functions of the different Board committees.
2. Consider the qualifications for membership and recommend to the Board the members for each Board committee.
3. Determine policies with regard to the rotation of directors among the committees including any limitations on the tenure a director should serve as a chairman or member of any particular committee.

F. Review and Recommend Corporate Governance Improvements

The Committee shall regularly review issues and developments relating to corporate governance and make recommendations to the full Board regarding how to best comply with any new laws or rules in addition to any other changes that might enhance communication with and effective representation of the Company's shareholders including establishing procedures for shareholder communications with directors (See Exhibit D).

G. Evaluate Director and Committee Performance

The Committee will have responsibility to:

1. establish processes for evaluating the performance of the Board, the Board committees, including this Committee.
2. periodically oversee the evaluation of the directors of the Company and make recommendations as appropriate.

H. Provide the Chairman of Any Executive Session

The Chairman of the Committee shall serve as the chairman with respect to any executive sessions of the Board that involve non-management directors only and shall provide the interface between the outside directors and management.

I. 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, continuing education or other appropriate means.

J. Provide Board Membership Orientation and Transition

The Committee will work with the Board to provide orientation regarding new directors and to ensure a smooth transition as Board members approach retirement.

K. Provide Succession Planning

The Committee will be responsible for overseeing the succession planning process and will periodically report its recommendations to the Board.

L. Report To the Full Board of Directors

The Committee shall make regular reports to the Board.

M. Amendment of the By-Laws or Committee Charter

The Committee shall review and reassess the adequacy of the Company's by-laws and this Charter and recommend any proposed changes to the Board for approval.

EXHIBIT A

CRITERIA FOR MEMBERSHIP ON THE BOARD OF DIRECTORS

PERSONAL CHARACTERISTICS TO BE SOUGHT IN CANDIDATES FOR THE BOARD:

1. Well regarded in the community with long-term, good reputation for highest ethical and moral standards.
2. Good common sense and judgment.
3. An independent, objective, candid and constructive approach.
4. The ability to contribute from a diversity of perspectives including geographical, cultural and professional.
5. A strategic perspective, an awareness of the dynamics of change and the ability to anticipate and capitalize on business opportunities.
6. A history of significant business or professional responsibilities leading to a positive record of accomplishment in present and prior positions.
7. Business and/or professional knowledge and experience applicable to the Company's business.
8. The time, energy, interest, and willingness to assume the full responsibilities of being a member of the Board.

EXHIBIT B

PROCEDURES FOR IDENTIFYING AND EVALUATING CANDIDATES FOR DIRECTOR

The Company is of the view that the continuing service of qualified incumbents promotes stability and continuity in the boardroom, contributing to the Board's ability to work as a collective body, while giving the Company the benefit of the familiarity and insight into the Company's affairs that its directors have accumulated during their tenure. Accordingly, the process of the Committee for identifying nominees shall reflect the Company's practice of re-nominating incumbent directors who continue to satisfy the Committee's criteria for membership on the Board, whom the Committee believes continue to make important contributions to the Board and who consent to continue their service on the Board.

In view of the foregoing, the Committee will observe the following procedures in identifying and evaluating candidates for election to the Company's Board of Directors

1. In considering candidates for election at annual meetings of shareholders, the Committee will first determine the incumbent directors whose terms expire at the upcoming meeting and who wish to continue their service on the Board.
2. The Committee will evaluate the qualifications and performance of the incumbent directors that desire to continue their service. In particular, as to each such incumbent director, the Committee will-
 - consider if the director continues to satisfy the minimum qualifications for director candidates adopted by the Committee;
 - review the assessments of the performance of the director during the preceding term made by the Company's Governance Committee; and
 - determine whether there exist any special, countervailing considerations against re-nomination of the director.
3. If the Committee determines that-
 - an incumbent director consenting to re-nomination continues to be qualified and has satisfactorily performed his or her duties as director during the preceding term; and
 - there exist no reasons, including considerations relating to the composition and functional needs of the Board as a whole, why in the Committee's view the incumbent should not be re-nominated,the Committee will, absent special circumstances, propose the incumbent director for re-election.
4. The Committee will identify and evaluate new candidates for election to the Board where there is no qualified and available incumbent for the purpose of filling vacancies arising by any reason including resignation, retirement, removal, death or disability of an incumbent director or a decision of the directors to expand the size of the Board.
5. The Committee will solicit recommendations for nominees from persons that the Committee believes are likely to be familiar with qualified candidates. These persons may include members of the full Board including members of this Committee, and management of the Company. The Committee may also determine to engage a professional search firm to assist in identifying qualified candidates.
6. As to each recommended candidate that the Committee believes merits consideration, the Committee will-
 - cause to be assembled information concerning the background and qualifications of the candidate, including information concerning the candidate required to be disclosed in the Company's proxy statement under the rules of the SEC and any relationship between the candidate and the person or persons recommending the candidate;
 - determine if the candidate satisfies the minimum qualifications required of candidates for election as director by the Committee or applicable Nasdaq or SEC Rules;

- determine if the candidate possesses any of the specific qualities or skills that under the Committee's policies must be possessed by one or more members of the Board;
 - consider the contribution that the candidate can be expected to make to the overall functioning of the Board; and
 - consider the extent to which the membership of the candidate on the Board will promote diversity among the directors.
7. It is appropriate for the Committee, in its discretion, to solicit the views of the Chief Executive Officer, other members of the Company's senior management and other members of the Board regarding the qualifications and suitability of candidates to be nominated as directors.
 8. In its discretion, the Committee may designate one or more of its members (or the entire Committee) and members of senior management to interview any proposed candidate.
 9. Based on all available information and relevant considerations, the Committee will select, a candidate who, in the view of the Committee, is most suited for membership on the Board.
 10. In making its selection, the Committee will evaluate candidates proposed by shareholders pursuant to the procedures adopted by the Committee and under criteria similar to the evaluation of other candidates, except that the Committee may consider, as one of the factors in its evaluation of shareholder recommended nominees, the size and duration of the interest of the recommending shareholder or shareholder group in the equity of the Company.
 11. The Committee shall maintain appropriate records regarding its process of identifying and evaluating candidates for election to the Board.

EXHIBIT C

PROCEDURES FOR SHAREHOLDERS SUBMITTING NOMINATING RECOMMENDATIONS

The Committee will accept for consideration submissions from shareholders of recommendations for the nomination of directors subject to the following terms and conditions:

1. **Manner and Address for Submission.** All shareholder nominating recommendations must be in writing, addressed to the Nominating Committee care of the Company's corporate secretary at the Company's principal headquarters **2222 Wellington Court, Lisle, IL 60532**. Submissions must be made by mail, courier or personal delivery. E-mailed submissions will not be considered.
2. **Information Concerning the Recommending Shareholders.** A nominating recommendation must be accompanied by the following information concerning each recommending shareholder:
 - The name and address, including telephone number, of the recommending shareholder;
 - The number and class of the Company's shares owned by the recommending shareholder and the time period for which such shares have been held;
 - If the recommending shareholder is not a shareholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the shareholder and a statement from the recommending shareholder of the length of time that the shares have been held. (Alternatively, the shareholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the Securities and Exchange Commission reflecting the holdings of the shareholder, together with a statement of the length of time that the shares have been held); and
 - A statement from the shareholder as to whether the shareholder has a good faith intention to continue to hold the reported shares through the date of the Company's next annual meeting of shareholders.
3. **Information Concerning the Proposed Nominee.** A nominating recommendation must be accompanied by the following information concerning the proposed nominee:
 - the information required by Item 401 of SEC Regulation S-K (generally providing for disclosure of the name, address, any arrangements or understanding regarding nomination and five year business experience of the proposed nominee, as well as information regarding certain types of legal proceedings within the past five years involving the nominee);
 - the information required by Item 403 of SEC Regulation S-K (generally providing for disclosure regarding the proposed nominee's ownership of securities of the Company); and
 - the information required by Item 404 of SEC Regulation S-K (generally providing for disclosure of transactions between the Company and the proposed nominee valued in excess of \$60,000 and certain other types of business relationships with the Company).
4. **Relationships Between the Proposed Nominee and the Recommending Shareholder.** The nominating recommendation must describe all relationships between the proposed nominee and the recommending shareholder and any agreements or understandings between the recommending shareholder and the nominee regarding the nomination.
5. **Other Relationships of the Proposed Nominee.** The nominating recommendation shall describe all relationships between the proposed nominee and any of the Company's competitors, customers, suppliers or other persons with special interests regarding the Company.
6. **Qualifications of the Proposed Nominee.** The recommending shareholder must furnish a statement supporting its view that the proposed nominee possesses the minimum qualifications prescribed by the Nominating Committee for nominees, and briefly describing the contributions that the nominee would be expected to make to the board and to the governance of the Company.

7. **Ability to Represent All Shareholders.** The recommending shareholder must state whether, in the view of the shareholder, the nominee, if elected, would represent all shareholders and not serve for the purpose of advancing or favoring any particular shareholder or other constituency of the Company.
8. **Timing for Submissions Regarding Nominees for Election at Annual Meetings.** A shareholder (or group of shareholders) wishing to submit a nominating recommendation for an annual meeting of shareholders must ensure that it is received by the Company, as provided above, not later than 120 calendar days prior to the first anniversary of the date of the proxy statement for the prior annual meeting of shareholders. In the event that the date of the annual meeting of shareholders for the current year is more than 30 days following the first anniversary date of the annual meeting of shareholders for the prior year, the submission of a recommendation will be considered timely if it is submitted a reasonable time in advance of the mailing of the Company's proxy statement for the annual meeting of shareholders for the current year.
9. **Shareholder Groups.** If a recommendation is submitted by a group of two or more shareholders, the information regarding recommending shareholders must be submitted with respect to each shareholder in the group.
10. **No Obligation to Nominate a Candidate.** Acceptance of a recommendation for consideration does not imply that the Committee will interview or nominate the recommended candidate.

EXHIBIT D

PROCEDURES FOR SHAREHOLDER COMMUNICATIONS WITH DIRECTORS

It is the policy of this Company to facilitate communications of shareholders with the Board of Directors and its Committees subject to the following conditions:

1. The Company's acceptance and forwarding of communications to the Board or its members does not imply that the directors owe or assume any fiduciary duty to the person submitting the communication. The applicable law prescribes all such duties.
2. Communications to the directors must be in writing and sent to the following address:

Corporate Secretary
Molex Incorporated
2222 Wellington Court
Lisle, IL 60532

3. The following types of communications are *not* appropriate for delivery to directors:
 - Communications regarding individual grievances or other interests that are personal to the party submitting the communications and could not be construed to be of concern to the shareholders or other constituencies of the Company such as employees, customers, suppliers, etc.;
 - Communications that advocate engaging in illegal activities;
 - Communications that contain offensive, scurrilous or abusive content; and
 - Communications that have no rational relevance to the business or operations of the Company.
4. All communications must be accompanied by the following information regarding the person submitting the communication:
 - If the person is a shareholder, a statement of the type and amount of the securities of the Company that the person holds;
 - If the person is not a shareholder and is submitting the communication as an interested party, the nature of the person's interest in the Company;
 - The address, telephone number and e-mail address, if any, of the person.
5. Upon receipt in the Corporate Secretary's Office, the following will occur:
 - The communication will be logged identifying the person submitting the communication, the nature of its content and the action taken with respect to the communication.
 - A review as to whether the conditions of these procedures have been complied with.
 - An acknowledgement will be sent to the submitter advising whether the communication will be forwarded and if not, why not.
6. If a communication is not presented to the directors because of failure to meet the conditions of these procedures, that communication must nonetheless be made available to any director to whom it was directed and who wishes to review it.
7. Communications deemed appropriate for delivery shall be delivered to the directors on periodic basis, generally in advance of each regularly scheduled meeting of the Board.
8. If so instructed by the Chairman of the Board, communications directed to the Board as a whole, but relating to the competence of one of the Board's committees, shall be delivered to that committee, with a copy to the Chairman.