



BELDEN CDT INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Nominating and Corporate Governance Committee of the Board of Directors of Belden CDT Inc. ("Company") shall consist of a minimum of two directors. Members of the Committee shall be appointed and may be removed by the Board of Directors. All Committee members shall be independent directors under the applicable New York Stock Exchange standards.

The Committee's purpose shall be to assist the Board in identifying qualified individuals to become board members, in determining the composition of the Board and its committees, in monitoring a process to assess board effectiveness, in overseeing the evaluation of the Board and management, and in developing and implementing the Company's corporate governance guidelines.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board and to recommend the selection of director nominees to the Board to be presented for shareholder approval at the annual meeting. The Committee shall recommend the selection of individuals who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders.

Directors should possess qualifications established by the Board, including the following: (i) an inquiring and independent mind; (ii) practical wisdom and mature judgment; (iii) broad training and experience at the policy-making level in business, finance, accounting, law, government, education or technology; and (iv) expertise that is useful to the Company and complementary to the background and experience of other Board members.

2. To review the Boards' committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend Committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. To develop and recommend to the Board for its approval a set of corporate governance guidelines and a code of conduct applicable to the Company. The

Committee shall review the guidelines and the Company's code of conduct periodically, and recommend changes as necessary.

4. To develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations of the Board and each committee.
5. To evaluate and make recommendations regarding the independence of Director nominees within the meaning of applicable New York Stock Exchange regulations and such other standards as the Committee or Board may adopt.
6. To review annually director compensation and benefits.
7. To review candidates recommended by shareholders.

The Committee shall have the sole authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. The Chairman of the Board shall preside over all non-management executive sessions of the Board.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and recommendations to the Board at the next regularly scheduled board meeting after each Committee meeting, and shall conduct and present to the Board an annual performance evaluation of the committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval. The Committee's authority and responsibilities set forth in this charter shall be subject to and in accordance with the Company's Bylaws, as amended.

Adopted June 9, 2002
Revised September 1, 2004