

HUBBELL INCORPORATED

Nominating and Corporate Governance Committee of the Board of Directors Charter

This Nominating/Corporate Governance Committee Charter was adopted by the Board of Directors (the “**Board**”) of Hubbell Incorporated (the “**Corporation**”) on September 15, 2004.*

I. PURPOSE

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

- identifying individuals qualified to become Board members,
- recommending to the Board the selection of director nominees for the next annual meeting of shareholders or recommending to the Board candidates to fill vacancies on the Board (including any vacancies created by an increase in the size of the Board);
- recommending to the Board the selection of committee members for committees of the Board; and
- developing and making recommendations to the Board regarding the adoption or amendment of corporate governance guidelines and principles applicable to the Corporation (as adopted, the “**Corporate Governance Guidelines**”).

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, all of whom shall satisfy the “independence” and any other requirements of The New York Stock Exchange, Inc. (the “**NYSE Rules**”) and the applicable rules and regulations promulgated by the Securities and Exchange Commission.

The members of the Committee shall be appointed annually by the Board, taking into consideration the recommendation of the Committee. Unless a Chairman is designated by the Board, the Committee may designate a Chairman by majority vote of the full Committee membership.

* When the positions of Chairman of the Board and Chief Executive Officer are held by the same person, as permitted by the Corporation’s 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.

III. MEETINGS AND PROCEDURES

The Committee shall meet on a regularly-scheduled basis 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 the Corporation's Chief Executive Officer, 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, Corporate Governance Guidelines and this Charter. The Committee will participate in the annual performance evaluation of the Committee, as provided for in the Corporation's Corporate Governance Guidelines. The Committee may, in compliance with Section IV of this Charter, form and delegate authority to subcommittees when appropriate, *provided, however*, that any such subcommittee must be comprised solely of members of the Committee.

In discharging its responsibilities, the Committee shall have sole authority to retain and terminate such search firms or other advisors as the Committee deems appropriate and to approve the fees and retention terms of such search firms and advisors. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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

The goals and responsibilities of the Committee are to:

With respect to the Board and Committees of the Board

- assist in the recruiting of directors, including evaluation of executives recruited or promoted to positions eligible for Board membership;
- recommend to the Board (as soon as is reasonably practicable after a vacancy arises or a director advises the Board of his or her intention to resign) new directors for election annually by the shareholders and otherwise by appointment by the Board to fill vacancies (including any vacancies created by an increase in the size of the Board), in compliance with the selection criteria outlined in Section V of this Charter;
- annually discuss the performance of individual directors, including the directors' past attendance at meetings and participation in, and contributions to, the activities of the Board, and evaluate the nomination for re-election of current directors;
- examine and recommend termination of individual directors (in accordance with the Corporation's certificate of incorporation, bylaws, Corporate Governance Guidelines, this Charter and the Charters of the Corporation's other committees), for cause or other appropriate reasons;
- annually review the compensation for directors for services on the Board and its committees (including, but not limited to, retainers, meeting fees, and any and all other benefits) and recommend any changes in director compensation to the Chairman of the Board, who shall place such proposal on the agenda for the Board's next meeting for approval or disapproval by the Board;
- develop and recommend to the Board a policy regarding the consideration of director candidates recommended by the Corporation's shareholders and procedures for submission by shareholders of director nominee recommendations;
- prepare and approve disclosure regarding the Committee and its process for identifying and evaluating director nominees for inclusion in the Corporation's annual proxy statement as may be required by the rules and regulations of the Securities and Exchange Commission;
- develop and recommend to the Board a policy with regard to director attendance at annual shareholder meetings;
- recommend to the Board director retirement policies, and as necessary and appropriate, recommend exceptions to such policies to the Board;

- recommend to the Board whether the Board should accept or reject a director's resignation from the Board when such director resigns or materially changes his or her position with his or her employer (including the Company);
- annually recommend to the Board the membership composition of the Board committees, and the size of the Board and Board committees, in compliance with the selection criteria outlined in Section VI of this Charter, and examine and recommend to the Board termination of individual committee members (in accordance with the Corporation's bylaws, Corporate Governance Guidelines, this Charter and the Charters of the Corporation's other committees), for cause or other appropriate reasons;
- oversee, by providing written criteria for and implementing the process of, the Board's annual review of the performance of the Board (including its composition and organization);

With respect to management

- in consultation with the Corporation's Compensation Committee, oversee the Board's annual review of the performance of management;
- discuss periodically with the Lead Director, the Chairman of the Board and the Chief Executive Officer the succession plans relating to positions held by elected corporate officers, including that of the Chief Executive Officer, and make recommendations to the Board with respect to the selection of individuals to occupy those positions;
- examine and recommend to the Board for its approval changes proposed by the Lead Director, the Chairman of the Board and the Chief Executive Officer pertaining to corporate officer appointments or significant changes in the Corporation's basic organizational structure.

With respect to corporate governance

- make recommendations to the Board regarding matters including, but not limited to, the Corporation's certificate of incorporation, bylaws, Corporate Governance Guidelines, this Charter and the Charters of the Corporation's other committees;
- annually evaluate the performance of the Committee, including its compliance with this Charter;
- examine compliance by the Board and the executive officers with the Corporate Governance Guidelines and the Corporation's Conflicts of Interest Policy, Business Ethics Policy and Use of Undisclosed Information Statement (the "COI"); the Committee shall have sole authority with respect to any requested waiver of the COI for any executive officer or director and shall

provide an appropriate description of any waiver granted for disclosure to the Corporation's shareholders as required by the NYSE Rules; and

- discuss all interpretations of the NYSE Rules that the Board or any committee of the Board may make and recommend appropriate disclosure thereof to, and monitor the dissemination of such disclosure by, the Corporation's management, in accordance with the NYSE Rules.

V. BOARD MEMBER SELECTION CRITERIA

Board member candidates must meet the criteria set forth in the Corporation's Corporate Governance Guidelines. In addition, in recommending a candidate the Committee must assure that following such candidate's election, the Board will continue to meet the requirements, as set forth in Corporation's Corporate Governance Guidelines, that a majority of the directors qualify as independent directors under the NYSE Rules and no more than two (2) persons who are employed by the Corporation or who were employed by the Corporation in the previous three (3) years, or whose immediate family member is currently, or has been within the previous three (3) years, an executive officer of the Corporation, may serve on the Board at the same time.

The Committee may also consider the following criteria in recommending candidates for election to the Board:

- experience in corporate governance, such as an officer or former officer of a publicly held company;
- experience in the Corporation's industry;
- experience as a board member of another publicly held company; and
- academic expertise in an area of the Corporation's operations.

In making its recommendations, the Committee will be expected to assess nominees on the basis of their qualifications, experience, skills and ability to enhance shareholder value, without regard to gender, race, color, national origin, or other protected class status.

VI. COMMITTEE SELECTION CRITERIA

Each individual recommended to the Board for membership on a committee shall meet the requirements set forth in the Corporate Governance Guidelines and in the applicable committee Charter and such other criteria which this Committee shall determine in its business judgment.

VII. DISCLOSURE OF CHARTER

This Charter shall be made available on the Corporation's website at "www.hubbell.com" and to any shareholder who otherwise requests a copy. The Corporation's Annual Report to Shareholders shall state the foregoing.

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