

THOMAS & BETTS CORPORATION

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

(As adopted by the Board of Directors on December 6, 2005)

I. PURPOSE

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors of Thomas & Betts Corporation (the “Company”) to assist the Board of Directors of the Company (the “Board”) in fulfilling its responsibility to the Company’s shareholders relating to the selection and nomination of persons to serve on the Board and the other governance-related matters set forth in this Charter.

The Company shall provide the Committee with all of the resources, both internal and external, which the Committee deems necessary or advisable to meet its duties and responsibilities and carry out its function. Without limiting the foregoing, the Committee shall have sole authority to retain and terminate any search firm or other consulting firm to be used in connection with its duties, including its duty to identify candidates for the Board and to assist in the evaluation of director compensation, with the sole authority to approve such firms’ fees and other retention terms.

II. COMPOSITION AND MEETINGS

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be independent directors as set forth in the applicable rules of the New York Stock Exchange.

Committee members shall be appointed by the Board, shall serve at the will of the Board, and may be removed with or without cause by the Board. If a Committee Chair is not designated or present at a meeting, the members of the Committee may designate a Chair for such meeting by majority vote. The Committee may delegate its duties to one or more subcommittees consisting of Committee members.

Meetings of the Committee will be at such times during the year as approved by the Committee but no less frequently than once a year. Meetings with members of management and with independent advisors may be scheduled at the request of the Committee.

The Committee Chair will regularly report the Committee’s activities to the Board.

III. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

1. Identify individuals who are qualified to become members of the Board, consistent with the criteria approved by the Board.
2. Consider recommendations by non-member directors, shareholders, management and employees for candidates for nomination and renomination as directors in accordance with guidelines developed by the Committee.
3. Recommend to the Board a slate of nominees to be proposed for election to the Board by shareholders at annual meetings.
4. Recommend individuals to fill any vacancies created on the Board.
5. Review and recommend to the Board regarding the size and composition of the Board, the particular qualifications and experience that might be sought in Board nominees, and assess whether the qualifications and experience of candidates for nomination and renomination to the Board meet the then current needs of the Board.
6. Review and recommend to the Board regarding the composition, duties and responsibilities of various committees of the Board, including the Chair of the various committees.
7. Oversee the annual evaluation of the Board and of management of the Company.
8. Review and recommend to the Board the compensation of non-employee members of the Board.
9. Review and recommend to the Board governance policies and practices, including governance guidelines applicable to the Company.
10. Review the orientation and continuing education programs for the directors.
11. Perform an annual performance evaluation of the Committee and periodically assess the adequacy of its charter and recommend changes to the Board as needed.