



## HUBBELL INCORPORATED

### Amended and Restated Finance Committee Charter

This Amended and Restated Finance Committee Charter was adopted by the Board of Directors (the “Board”) of Hubbell Incorporated (the “Company”) on December 6, 2016.

#### **PURPOSE**

The Finance Committee (the “Committee”) of the Board of the Company shall provide assistance to the Board in fulfilling its responsibilities regarding the Company’s financial and fiscal affairs, including (i) reviewing and recommending to the Board management proposals regarding financing, material acquisitions and divestitures, dividends, stock repurchase programs, stock redemptions and issuances, stock splits and other proposed changes to the Company’s capital structure, (ii) reviewing the Company’s major capital expenditure plans, (iii) reviewing with management the Company’s insurance programs, and (iv) reviewing and monitoring the administration and asset management of the Company’s qualified and non-qualified pension plans, as well as the structure and performance of the Company’s cash and investment portfolios.

#### **COMPOSITION**

The Committee shall consist of at least three directors, as determined by the Board. Members of the Committee shall be appointed annually by the Board and may be removed by the Board, each upon the recommendation of the Nominating and Corporate Governance Committee. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

#### **MEETINGS AND PROCEDURES**

The Committee shall meet at least once annually and at such other times as it deems necessary to fulfill its responsibilities. A majority of the Committee members in office at the time of any meeting shall constitute a quorum for conducting business at a 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 Committee Chair or, if absent, another Committee member chosen by the attending members, shall preside at each meeting. Meeting agendas shall be established by the Chair with input from management and other Committee members. The Committee may meet by telephone or in person. Committee meetings may be attended by any members of Company management and any other persons the Committee deems appropriate in order to carry out its responsibilities. 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 its own rules and procedures consistent with the Company’s bylaws, corporate governance guidelines and this Charter, and carry out additional functions as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee, in its discretion, may conduct or authorize investigations into any matters within the scope of its responsibilities.

The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate.

The Committee shall maintain written minutes of its meetings which shall be distributed to all Committee members and the Board. The Secretary of the Company shall retain the original signed minutes for permanent filing.

## **RESPONSIBILITIES**

To fulfill its responsibilities, the Committee shall:

1. Review the Company's major capital expenditure plans and make recommendations to the Board, as appropriate.
2. Review the financial aspects and implications of mergers, acquisitions, reorganizations, joint ventures, divestitures or similar transactions requiring Board approval.
3. Review and recommend to the Board the Company's proposals relating to dividends, stock repurchase programs, long- and short-term financing, any form of stock split, the issuance or redemption of Company stock, and changes in the Company's capital structure.
4. Review the Company's risk management activities from an insurance coverage and liability perspective to determine the adequacy of protection against extraordinary liability or loss, and any related mitigation actions.
5. Review and monitor the administration and asset management of the Company's qualified, and nonqualified pension plans including investment guidelines and advisors, asset allocation, financial performance, funding status, participation rates, and expenses.
6. Review and monitor the structure and performance of the Company's cash and investment portfolios.
7. Monitor the Company's relationship with credit rating agencies and the Company's credit ratings.
8. At least annually, review and consider the election by the Company to adopt the "end user exception" under the Commodity Exchange Act, which permits the Company to enter into swaps on a non-cleared basis which would otherwise be subject to mandatory clearing.
9. At least annually, review and evaluate the (a) adequacy of and compliance with this Charter and recommend any proposed changes to the Board, and (b) performance of the Committee.
10. Perform such other duties as the Board may assign to the Committee from time to time.