



HUBBELL INCORPORATED

Amended and Restated Nominating and Corporate Governance Committee Charter

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

PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of the Company shall provide assistance to the Board in fulfilling its responsibilities by (i) identifying individuals qualified to become Board members, (ii) recommending to the Board the selection of director nominees for the next annual meeting of shareholders, (iii) overseeing the evaluation of the Board and Company management, and (iv) developing and recommending to the Board a set of corporate governance guidelines and principles applicable to the Company (as adopted, the “Guidelines”).

COMPOSITION

The Committee shall consist of at least three directors as determined by the Board, each of whom shall be independent in accordance with the applicable rules and regulations of The New York Stock Exchange (“NYSE”). Members of the Committee shall be appointed annually by the Board and may be removed by the Board, taking into consideration the recommendation of the 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 will constitute a quorum for conducting business at a meeting, and the vote of a majority of the members of the Committee, if a quorum is present at that time, shall be the act of the Committee. The Committee Chair or, if absent, another 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 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, 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 shall have sole authority to retain and terminate any search firms or other advisors as the Committee deems appropriate and to approve any applicable fees and retention terms.

The Committee may delegate any of its responsibilities to a subcommittee comprised entirely of independent directors of the Committee as the Committee deems appropriate in its sole discretion. 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:

Board/Committee Matters

1. Annually recommend to the Board the size of the Board, and whenever the Committee deems appropriate recommend to the Board changes to the size of the Board.
2. Identify individuals qualified to become members of the Board consistent with selection criteria approved by the Board, and recommend to the Board director nominees for election annually by the Company's shareholders or to fill vacancies. The Committee shall evaluate the nomination for re-election of current directors taking into consideration, among other matters, the directors' past attendance at meetings, service on other boards, and participation in, and contributions to, the activities of the Board.
3. Review the qualifications of any director candidates recommended by any shareholder or otherwise for consideration as a member of the Board consistent with the selection criteria approved by the Board, and make recommendations to the Board as appropriate.
4. Annually recommend to the Board the size, composition and chair of each of the Board committees, in accordance with the requirements set forth in the Guidelines and in the applicable committee Charter and such other selection criteria that the Committee deems appropriate, and recommend to the Board, where appropriate, the removal of any committee member.
5. Recommend to the Board termination of individual directors for cause or other appropriate reasons in accordance with the Guidelines and other applicable committee Charters and Company policies.
6. Annually review all forms of direct and indirect compensation for directors for service on the Board and its committees and recommend any changes to the Board, as appropriate.
7. Review disclosure regarding the Committee's process for identifying and evaluating director nominees for inclusion in the Company's annual proxy statement.
8. Consider and recommend to the Board the acceptance or rejection of a director's resignation when it is tendered.

Management and Succession

9. Annually oversee the evaluation of the performance of the Board and management.
10. Oversee the Company's succession planning process for senior executive positions and make recommendations to the Board with respect to the selection of individuals to occupy such positions.

Corporate Governance

11. Recommend to the Board, as the Committee deems advisable or appropriate, amendments to the Company's certificate of incorporation, bylaws, Guidelines, and Board committee Charters.

12. Review compliance by the Board with the Guidelines and recommend to the Board any waivers or exceptions to the Guidelines as permitted thereunder.
13. Evaluate and recommend to the Board for its determination the independence of directors, taking into consideration any related party transactions, material relationships, conflicts of interest, and any other matter as may be required or the Committee otherwise deems desirable or appropriate.
14. Review and approve all related party transactions in accordance with the Company's Related Party Transaction Policy.
15. Review compliance by the Board and the Company's executive officers with the Company's Code of Business Conduct and Ethics Policy, and consider, in its sole discretion, any requested waiver of such policy by any executive officer or director.
16. Annually review and evaluate the (a) adequacy of and Committee's compliance with this Charter and recommend any proposed changes to the Board, and (b) performance of the Committee.
17. Review issues of corporate governance and make such recommendations to the Board with regard thereto as the Committee may deem appropriate.