



## HUBBELL INCORPORATED

### Amended and Restated Compensation Committee Charter

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

#### **PURPOSE**

The Compensation Committee (the “Committee”) of the Board of the Company shall provide assistance to the Board in fulfilling its responsibilities relating to the determination and execution of the Company’s compensation philosophy and the compensation of the Company’s Chief Executive Officer (“CEO”) and other Board appointed officers of the Company (the “Officers”).

#### **COMPOSITION**

The Committee shall consist of at least three directors as determined by the Board, each of whom shall meet the independence and any other applicable requirements of the New York Stock Exchange (“NYSE”). In addition, all of the members of the Committee shall be “non-employee directors” for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. 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 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 two times each year 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 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 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. In addition, the Committee shall have such additional responsibility and authority as may be required from time to time under the rules of the Exchange Act and the listing standards of the NYSE. The Committee, in its discretion, may conduct or authorize investigations into any matters within the scope of its responsibilities.

The Committee may, in its sole discretion, retain compensation consultants, legal counsel or other advisers (independent or otherwise) only after taking into consideration all factors, including any applicable factors under NYSE rules, relevant to the adviser’s independence from management. The Committee will be directly responsible for the appointment, compensation and oversight of such advisers. The Company shall

provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such advisers.

The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee may delegate any of its responsibilities to one or more subcommittees as it deems appropriate in its sole discretion and to the extent permitted by applicable law.

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:

### Executive Compensation Matters

1. Review and approve the Company's goals and objectives relating to the compensation of the CEO, the Officers or any other individuals the Committee determines appropriate.
2. Review and approve annually the compensation (base salary, short-term and long-term incentive awards and other benefits) of the CEO and the Officers based on an evaluation of performance in light of the Company's goals and objectives and other matters as it deems relevant.
3. Review and approve annual performance goals for performance-based compensation for the CEO and the Officers and certify whether and to what extent such goals have been achieved.
4. Approve payments and grants under the Company's short- and long-term incentive compensation plans.
5. Review and approve all perquisite benefits provided to the CEO and the Officers.
6. Review and approve the Company's peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements, and compensation practices.
7. Oversee the Company's submissions to shareholders on executive compensation matters, including shareholder advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans.

### Compensation Plans/Agreements

8. Discuss and recommend to the Board the creation of, and modifications to, any of the Company's short- term or long-term incentive compensation plans, and qualified and nonqualified employee pension and benefit plans.
9. Review and recommend to the Board any employment, severance, consulting, change in control, or termination agreements or arrangements for the CEO and the Officers, and any material modifications thereto.

10. Administer the Company's compensation plans under which it has been granted administrative responsibility in a manner consistent with such plans.
11. Determine stock ownership and retention guidelines for the CEO and the Officers and any other individuals the Committee determines appropriate and monitor compliance with such guidelines.

Reports/Disclosures

12. Prepare and approve the Compensation Committee Report to be included as part of the Company's annual proxy statement.
13. Review a report on risks arising from the Company's compensation policies and practices for employees to the extent required by the rules of the Exchange Act.
14. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and recommend to the Board, as appropriate, inclusion of the CD&A into the Company's annual proxy statement or annual report on Form 10-K.
15. 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.