



HUBBELL INCORPORATED

Amended and Restated Audit Committee Charter

This Amended and Restated Audit Committee Charter (the “Charter”) was last revised and adopted by the Board of Directors (the “Board”) of Hubbell Incorporated (the “Company”) on December 5, 2017.

PURPOSE

The Audit Committee (the “Committee”) of the Board of the Company shall provide assistance to the Board in fulfilling its oversight responsibilities relating to (i) the quality and integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the qualifications and independence of the independent accounting firm serving as auditors of the Company (the “Independent Auditors”) and (iv) the performance of the Company’s internal audit function (the “Internal Auditors”) and the Independent Auditors. The Committee shall prepare a report as required by the rules of the Securities and Exchange Commission (“SEC”) for inclusion in the Company’s annual proxy statement and annual report on Form 10-K.

The Committee’s responsibility with regard to financial statements and disclosure is limited to oversight. Although the Committee has the responsibilities described in this Charter, the Committee is not charged with the duty to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles (“GAAP”) and applicable laws, rules and regulations, which matters are the responsibility of management, the Internal Auditors, and the Independent Auditors, as applicable. The Committee shall be entitled to rely on the integrity of those persons within the Company and the Independent Auditor and of the professionals and experts from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

COMPOSITION

The Committee shall consist of at least three directors as determined by the Board, each of whom shall be independent in accordance with applicable rules and regulations of The New York Stock Exchange (“NYSE”), the Securities Exchange Act of 1934, as amended and the SEC.

The members of the Committee shall each be financially literate as determined by the Board in its business judgment (or become so within a reasonable period after appointment to the Committee). At least one member of the Committee shall (i) have accounting or related financial management expertise as determined by the Board in its business judgment in accordance with the rules and regulations of the NYSE, and (ii) be an audit committee financial expert in accordance with the rules and regulations of the SEC. No member of the Committee shall serve on the audit committee of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and such determination is disclosed in accordance with the rules of the NYSE.

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 four 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 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 the Internal Auditors, management, the Independent Auditors or any other persons the Committee believes to be necessary or appropriate. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. To foster open communication, the Committee also shall periodically meet separately with management, the Internal Auditors and the Independent Auditors.

The Committee may utilize the services of the Company's general counsel and outside legal counsel with respect to legal matters or, at its discretion, retain (and determine the appropriate funding for) other legal counsel or any other independent counsel, experts or advisors (financial or otherwise) as the Committee determines are necessary or appropriate under the circumstances. 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 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:

Documents/Reports

1. At least annually, review and evaluate the (i) adequacy of, and Committee's compliance with, this Charter and recommend any proposed changes to the Board, and (ii) performance of the Committee.
2. Review and discuss with management and the Independent Auditors the Company's annual audited financial statements and unaudited quarterly financial statements, including the Company's disclosures in SEC filings under "Management's Discussion and Analysis of Financial Condition and Results of Operations", and any matters required to be communicated by the Independent Auditors to the Committee under the rules of the Public Company Accounting Oversight Board ("PCAOB").
3. Recommend to the Board, if appropriate, that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the last fiscal year for filing with the SEC.

4. Prepare reports relating to the Committee as may be required to be included in the Company's proxy statement in accordance with the rules and regulations of the SEC.
5. Discuss with management the Company's policies and process with respect to risk assessment and risk management, the Company's major financial risk exposures, and the steps management has taken to monitor and control such exposures.
6. Discuss, in general, the Company's earnings press releases, as well as financial information and earnings guidance provided by the Company to analysts and rating agencies. Such discussion need not, however, occur in advance of each earnings release or each instance in which the Company may provide earnings guidance.
7. Review and discuss, at least annually, the Company's information security and technology risks (including cybersecurity), including the Company's information security and risk management programs.
8. Report regularly to the Board following its meetings and review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, the performance and independence of the Independent Auditors or the performance of the Internal Auditors.

Independent Auditors

9. Be directly responsible for the appointment, retention, compensation, evaluation, oversight and, where appropriate, replacement of the Independent Auditors (including resolution of disagreements, if such should arise, between management and the Independent Auditors regarding financial reporting), and approval of all fees and other compensation to be paid to the Independent Auditors.
10. At least annually, evaluate the qualifications, performance and independence of the Independent Auditors, and obtain and review a report by the Independent Auditors describing (i) the Independent Auditors' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships and services between the Independent Auditors and the Company (to determine the Independent Auditors' independence), including the matters set forth in the letter from the Independent Auditors required by the rules of the PCAOB. Discuss with the Independent Auditors any disclosed relationships or services that may impact their objectivity or independence, including whether the provision of any permitted non-audit services is compatible with maintaining their independence and taking action, if needed, to satisfy itself regarding the independence of the Independent Auditors.
11. Review and discuss with the independent registered public accounting firm: (i) the firm's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process; and (ii) the scope, areas of focus, timing and results of the audit plan.
12. Review and evaluate the Independent Auditor's qualifications, performance and independence, including a review of the lead partner, taking into account the opinions of management and the Internal Auditor. Confirm with the Independent Auditors that they

are in compliance with the lead audit partner rotation requirements established by the SEC. Consider whether it is appropriate to rotate the Independent Auditor's firm itself in order to assure continuing auditor independence. The Committee shall present the results of its review to the full Board.

13. Set clear hiring policies for employees or former employees of the Independent Auditors.
14. Pre-approve, or adopt appropriate policies and procedures to pre-approve, all audit and permitted non-audit services to be performed by the Independent Auditors. The Committee may delegate to one or more members the authority to grant pre-approvals required by this paragraph, provided that such approvals are presented to the Committee at its next scheduled meeting.

Financial Reporting Process

15. Receive and review a report from the Independent Auditors describing: (i) all critical accounting policies and practices to be used by the Company; (ii) all alternative treatments of financial information within GAAP that have been discussed among management and the Independent Auditors, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditors; and (iii) other material written communications between the Independent Auditors and management of the Company, such as any management letter or schedule of unadjusted differences.
16. Review and discuss with management and the Independent Auditors: (i) major issues regarding accounting principles and financial statement presentations, including any significant changes to the Company's selection or application of accounting principles; (ii) major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (iii) any analyses prepared by management or the Independent Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; (iv) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements; and (v) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls or financial reporting.
17. Review with the Independent Auditors any audit problems or difficulties they may have encountered during the course of the audit work and management's response, including any restrictions on the scope of activities or access to required information or any significant disagreements with management.
18. At least annually, discuss with the Independent Auditors and the Internal Auditors the adequacy and effectiveness of the accounting and financial controls of the Company, and consider any recommendations for improvement of such internal control procedures.

Internal Auditors

19. Review: (i) at least annually, the scope and results of the Internal Audit program, including a summary of critical issues and procedures for implementing recommendations made by the Internal Auditors; and (ii) any significant matters contained in reports from the Internal Auditors and responses from management.
20. Review annually the performance of the Internal Auditors, including responsibilities, budget and staffing needs.

Other Responsibilities

21. Discuss with management, the Internal Auditors and the Independent Auditors any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.
22. Review, with the Company's counsel, any legal matter brought to its attention that could reasonably be expected to have a material impact on the Company's financial statements.
23. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential and anonymous submission by employees regarding questionable accounting or auditing matters.
24. Obtain reports from management, Internal Audit and the Company's counsel on any significant issues regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics or other Company policies.