

THOMAS & BETTS CORPORATION

CORPORATE GOVERNANCE GUIDELINES

**Adopted by the Board of Directors on December 6, 2006
(Amended September 5, 2007, March 6, 2009 and June 3, 2009)
(Amended and Restated January 27, 2010)**

The Board of Directors (the “Board”) of Thomas & Betts Corporation (the “Corporation”) has adopted the following guidelines to reflect the principles by which the Corporation and the Board operates. The Board will review these guidelines from time to time and make such changes as it deems necessary or appropriate.

I. Responsibilities of the Board

The Board is the ultimate decision-making and oversight body of the Corporation, except with respect to matters reserved to the shareholders. The Board is charged with the responsibility of exercising its fiduciary duty to act in the best interests of the Corporation. The Board selects and oversees the executive officers who are designated as Section 16 insiders under the SEC Act and who have the authority and responsibility for the conduct of the day-to-day operations of the business.

In discharging their responsibilities, the directors must exercise their business judgment to act on an informed basis in a manner that they believe in good faith is in the best interests of the Corporation and its shareholders. In doing so, the directors are entitled to rely on the honesty and integrity of the Corporation’s executive officers and its outside advisors and auditors.

Directors are expected to attend all Board meetings and meetings of the committees of the Board on which they serve and to review in advance of the meetings all meeting materials. Directors are expected to spend the necessary time to discharge their responsibilities appropriately and to ensure that other existing or future commitments do not materially interfere with their responsibilities as members of the Board.

II. Director Qualification Standards and Structure of the Board

A. Size and Composition

The Corporation’s Charter provides that the Board will consist of not less than 7 or more than 15 members, as determined by the Board. On an annual basis, the Nominating and Governance Committee (the “Committee”) will consider the size and composition of the Board and report to the Board the results of its review and any recommendations for change.

There will be at least a majority of directors that meet the independence requirements of applicable law and the listing standards and rules of the New York Stock Exchange (“NYSE”) as amended from time to time.

The Board sets no specific limitation on the number of publicly-held company boards, board committees or other boards on which a director may serve. The Committee will consider in the course of its nomination process whether a person's service on other boards or board committees may impair the person's ability to effectively serve as a director of the Corporation.

The Committee is responsible for recommending to the Board nominees to serve as members of the Board in accordance with its Charter and, together with the Chairman of the Board, for extending invitations to join the Board. Nominees are selected for their character, judgment, business experience and specific areas of expertise, among other relevant considerations, and in accordance with the requirements of applicable law and the NYSE listing standards and rules and any guidelines established by the Committee.

The Board does not believe that it is advisable to establish term limits or a succession policy for its directors because they may deprive the Corporation and its shareholders of the contribution of directors who have been able to develop valuable insights into the Corporation and its operations over time. A director will, however, not be re-nominated for election after he or she reaches the age of 73 on or before the date of the Corporation's next annual shareholder's meeting.

The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event the director shall offer his/her resignation to the Nominating and Governance Committee, to review the continued appropriateness of Board Membership under the new circumstances. In addition, any director elected to serve on another company's board of directors should promptly notify the Chairman of the Committee.

B. Independence

No director qualifies as "independent" unless the Board affirmatively determines that the director has no material relationship with the Corporation, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation. The Corporation will identify which directors are independent and will disclose the basis for that determination. The Board has adopted the following categorical standards to assist it in making determinations of independence.

In the following situations, a director would not be considered independent if:

- i) a director is, or has been within the last three years, an employee, or has an immediate family member who is, or has been within the last three years, an executive officer, of the Corporation;
- ii) a director (or immediate family member) has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Corporation, other than director and committee fees, pension or deferred compensation for prior service (provided such compensation is not contingent in

any way on continued service);

- iii) a director (or immediate family member) is a current partner of a firm that is the Corporation's internal or external auditor; a director is a current employee of such firm; a director has an immediate family member who is a current employee of such a firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or a director or immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Corporation's audit within that time;
- iv) a director (or immediate family member) is, or has been within the last three years, employed as an executive officer of another company where any of the Corporation's present executive officers at the same time serves or served on the company's compensation committee; and
- v) a director is a current employee or an immediate family member is a current executive officer of a company that has made payments to, or received payments from, the Corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

C. Offices of Chairman of the Board and Chief Executive Officer

Throughout the history of the Corporation, the offices of Chairman of the Board and Chief Executive Officer have been at times combined and at times separated. The Board believes it should continue to exercise its business judgment in combining or separating the positions as it deems appropriate in light of prevailing circumstances. The Board believes that the combination or separation of these offices should be considered as part of the succession planning process and to make a determination as to the combination or separation of the offices of Chairman of the Board and Chief Executive Officer at such time as it elects a new Chief Executive Officer.

A director who is an employee of the Corporation (other than the Chief Executive Officer) is expected to retire from the Board effective as of the date of the annual meeting of shareholders next following the date of his/her retirement as an employee. A director who has served as Chief Executive Officer of the Corporation is eligible for re-nomination as a director for a period of five years following the date of his or her retirement as an employee, but not after he or she reaches the age of 73.

D. Board Meetings

➤ Frequency and Conduct of Meetings

The Board will meet at least five times each year. Additional meetings may be called upon appropriate notice as necessary or appropriate. The Chairman of the Board will submit to the Board for approval an annual schedule of meetings for the Board and the standing

committees thereof. The Chairman of the Board shall establish a calendar of standard agenda items to be discussed at each scheduled meeting and shall also establish the agenda for each Board meeting. Each Board member is free to suggest agenda items or to raise subjects that are not on the agenda for that meeting. Any members of management may attend nonexecutive sessions of the Board at the invitation of the Chairman of the Board.

➤ **Executive Sessions**

The non-management directors will meet in executive session without management at each regularly scheduled Board meeting. In addition, if the Board includes a non-management director who is not independent as defined by the NYSE listing standards and rules, the independent directors will meet in executive session at least one (1) time each year. Such executive sessions will be part of a regular Board meeting. Each such executive session is to be chaired by the non-management director who has been appointed Lead Director or in the event there is no Lead Director by one of the non-management directors who is a chairperson of one of the standing board committees.

➤ **Information to be Distributed Prior to Meetings**

Insofar as practicable, information to inform the directors about the Corporation's business, performance and prospects and regarding recommendations for action by the Board will be made available to the Board a reasonable period of time before meetings. Information should be relevant, concise and timely. Requests for action by the Board should include the recommendation of management and be accompanied by historical or analytical data that may be necessary or useful to the directors in making a determination as to the advisability of the action requested.

E. Lead Director

The Board of Directors considers it appropriate to designate an Independent Director to serve as the Lead Director during such periods as the Company elects a non-independent Chairman of the Board. The Lead Director will provide a source of Board leadership complimentary to the non-independent Chairman of the Board. The Lead Director will coordinate the activities of the other Independent Directors and perform such other duties and responsibilities as the Board may determine. The specific responsibilities of the Lead Director shall be as follows:

- Coordinate with the Chairman of the Board an appropriate schedule of Board meetings and Board committee meetings to insure that the Independent Directors can perform their duties responsibly, while not interfering with on-going company operations;
- Coordinate and develop with the Chairman of the Board the agendas for the meetings of the Board and its Committees;

- Coordinate with the Chairman of the Board the quality, quantity and timeliness of information submitted by management to enable the Independent Directors to perform their duties;
- Develop the agendas for and serve as Chairman of the executive sessions of the Board's Independent Directors;
- Serve as the principal liaison between the Independent Directors and the Chairman of the Board;
- Identify and develop with the Chairman of the Nominating and Governance Committee, the Board's compositional needs, and criteria for Director candidates;
- Recommend to the Nominating and Governance Committee and the Chairman of the Board the membership of the Board Committees and the selection of Board Committee Chairmen;
- Discuss the results of the Chief Executive Officer's performance evaluation with the Chairman of the Compensation Committee and, together with the Compensation Committee Chairman, deliver the results of the evaluation to the Chief Executive Officer;
- Coordinate with the Corporate Secretary responses to questions and/or concerns from shareholders, employees, or other interested parties that are communicated directly to the Company's Independent Directors.

Anyone wishing to communicate with the Lead Director may do so by mail addressed to:

Lead Director
 c/o Corporate Secretary
 Thomas & Betts Corporation
 8155 T&B Blvd., 4D-56
 Memphis, TN 38125

III. Board Access to Management and Independent Advisors

Directors will have full and free access to management and other employees of the Corporation. Management will be responsive to requests for information from Board members. The Board encourages the Chairman of the Board to invite members of management to make presentations at Board meetings in order to provide particular insights into aspects of the Corporation's business or to provide individuals with exposure to the Board for purposes of management development. Directors may suggest possible guests to the Chairman.

Where necessary or appropriate, the Board and each committee of the Board shall have the authority and power to engage and compensate independent advisors, without consulting or obtaining the approval of any officer of the Corporation in advance.

IV. Board Interaction with Third Parties

The Board believes that senior management speaks for the Corporation. Directors may, from time to time, be contacted by institutional investors, other shareholders, sellers of businesses or merger partners, governmental or community officials, analysts or the press or other constituencies of the Corporation to comment on or discuss the business of the Corporation. Directors are expected to refrain from communicating with any of the foregoing without prior consultation with the Chief Executive Officer, the Chief Financial Officer or the General Counsel.

V. Committees Appointed by the Board

➤ Board of Directors' Standing Committee Structure

There are four standing committees of the Board: Audit, Compensation, Nominating and Governance and Executive. From time to time, the Board may designate other Board committees in conformity with law and the Corporation's Bylaws. Each standing Board committee has the authority and responsibilities delineated in the Corporation's Bylaws, the resolutions creating them and any applicable charter. The Board may disband any of its committees when it deems it appropriate to do so, provided that the Corporation must at all times have an Audit, Compensation and Nominating and Governance committee and such other committees as may be required by applicable law or the NYSE listing standards and rules.

Board committees and their chairpersons will be appointed by the Board annually at the May meeting of the Board, on recommendation of the Nominating & Governance Committee. It is the Board's policy that, with the exception of the Executive Committee, only independent directors will serve on the standing committees. The members of the Audit, Compensation and Nominating and Governance committees must at all times meet the independence and other requirements of applicable law and NYSE listing standards and rules. Members of the Audit Committee may not simultaneously serve on the audit committees of more than three public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee. In appointing standing Board committee members, the Board will consider rotating the membership from time to time in accordance with any policies established or recommended in that regard by the Nominating & Governance Committee.

➤ Board Committee Meetings

The Chairpersons of the Board committees, in consultation with their committee members, shall determine the frequency and length of committee meetings. The Chairperson of each committee, in consultation with appropriate Corporation officers, will develop the agenda for each committee meeting. Committee members and other directors may suggest the addition of any matter to the agenda for any committee meeting upon reasonable notice to the committee Chairperson.

To the extent practicable, information regarding matters to be considered at Board committee meetings will be distributed to committee members a reasonable period of time before such meetings. Each Board committee chairperson may designate an individual of his or her choice to act as secretary at, and to record the minutes of Board committee meetings. The chairperson of each Board committee will report on the activities of the Board committee to the Board or as otherwise provided in its charter following Board committee meetings. Upon approval of the minutes, the committee chairperson will sign the minutes, which will be maintained by the Corporation's Secretary.

➤ **Corporate Committee Structure**

There are three corporate committees that have been appointed by the Board: Corporate Compliance Committee, Disclosure Committee and Retirement Plans Committee. Each of these corporate committees is made up of members of senior management. Each such committee has the authority and responsibilities delineated in the resolutions creating them and any applicable charter. The Board may establish additional corporate committees as necessary or appropriate.

➤ **Committee Charters**

Each standing committee of the Board must have a written charter approved by the Board. The committee charters will be reviewed by the committee itself not less frequently than annually to reflect the activities of each of the respective committees, changes in applicable law or regulations and other relevant considerations, and proposed revisions to such charters will be approved by the Board.

Each corporate committee appointed by the Board must have a written charter approved by the Board which states the purpose of such corporate committee. Corporate committee charters will be reviewed not less frequently than annually by the committee itself to reflect the activities of each of the respective committees, changes in applicable law or regulations and other relevant considerations, and proposed revisions to such charters will be approved by the Board.

VI. Compensation of the Board

The amount and form of compensation of the Board is recommended by the Nominating and Governance Committee and approved by the Board. The Board's compensation may be a combination of cash, stock, restricted stock, stock options and deferred stock appreciation rights.

The Committee is charged with the responsibility of reviewing the compensation of the Board and recommending changes thereto to the Board from time to time. In this regard, the Committee may request that management report to the Committee periodically on the status of the Board's compensation in relation to other similarly situated companies. Directors who are Corporation employees will not be compensated for their services as a director.

VII. Annual Performance Evaluation of Board

Consistent with its charter, the Nominating and Governance Committee will annually oversee the performance evaluation of the Board as a whole to determine whether it and its committees are functioning effectively. At the conclusion of this process, the Chairperson of the Committee will report the conclusions to the Board and may make recommendations regarding changes for consideration by the Board.

VIII. Director Orientation and Continuing Education

New directors are expected to participate in an orientation program, which will generally be conducted within three months of the annual meeting of shareholders at which new directors are elected or the Board meeting at which a new director is appointed. The agenda for the orientation program will be determined by the Chairman of the Board after consultation with the executive officers and the Chairpersons of the standing committees of the Board. The orientation program should address, among other matters, the Corporation's strategic plans, significant risk exposures, and ethics and compliance program.

The Board will enable directors to participate in continuing education programs, and the Corporation will pay the reasonable expenses of attendance by a director at one such program per year.

IX. Management Succession

The Compensation Committee will report periodically to the Board regarding the succession planning process with respect to the office of the Chief Executive Officer and other executive officers, as may be determined by the Board. The Chief Executive Officer will meet periodically with the Board to make available his or her recommendations and evaluation of potential successors, along with a review of any development plans recommended for such individuals.

In the event of an unexpected disability or retirement of the Chief Executive Officer, the Chairperson of the Committee will be responsible for presenting to the Board emergency actions to be taken for management succession.

The performance review of the Chief Executive Officer is conducted annually by the Compensation Committee and discussed with the Board in an executive session.

X. Stock Ownership Guidelines

➤ Director Stock Ownership

The Board believes that significant stock ownership by Board members further aligns their interests with the interests of the Corporation's shareholders. Accordingly, the Board has established a goal that within three years after joining the Board, or three years after the adoption of this goal, whichever occurs last, each non-management Board member owns shares of the Corporation's common stock with a fair market value of at least three times the annual retainer

fee. Until such time as this ownership guideline has been attained, a director may not, without the prior written approval of the Chair of the Nominating & Governance Committee, sell any portion of any stock award, outright or restricted, except in an amount sufficient to cover the taxes at the time of the award or vesting.

For purposes of this goal, unvested restricted stock and stock units are counted as owned, but unexercised stock options are not.

➤ **Executive Stock Ownership**

To further align the interests of Executive Officers with shareholders, Thomas & Betts' Executive Stock Ownership Guidelines apply to all Executive Officers and Division Presidents.

➤ **Determination of Guidelines**

Each Executive Officer and Division President shall own and continue to own stock according to the following formula:

- Chairman and Chief Executive Officer: 5X executive's current base salary.
- All other Executive Officers: 2X executive's base salary for the current year.
- All Division Presidents Grades 28 and above: 1.5X president's base salary for the current year.
- All Division Presidents Grades 22 through 27: 1X president's base salary for the current year.

➤ **Computing Shares Owned**

Stock that counts towards satisfaction of the ownership guidelines includes:

- Shares owned outright by the Executive or the Executive's immediate family;
- Shares held in any Company-sponsored retirement plan;
- Restricted stock awards – vested or unvested;
- Shares acquired upon stock option exercises.

➤ **Compliance with Guidelines and Oversight**

Executive Officers and Presidents shall strive to satisfy the Guidelines at all times during their election or appointment. Until the Guidelines are achieved, each executive is required to retain all shares from each award delivered through the Corporation's Executive Compensation Plans except those shares sold to pay taxes associated with the award. All computations of satisfaction of the Guidelines are based upon the Corporation's average closing common stock price for the prior 365-day period. The Nominating and Governance Committee, with the assistance of the Office of Corporate Secretary, shall monitor compliance with these Guidelines.

XI. Annual Review of Governance Guidelines

The Nominating and Governance Committee will reevaluate these guidelines annually and recommend to the Board such revisions as it deems necessary or appropriate.

XII. Ethics and Compliance Policies

The Board will comply with the Corporation's Ethics and Compliance Policies. Any waiver of a violation of such policies by a director or executive officer of the Corporation must be approved only through actions of disinterested members of the Board and will be publicly disclosed as required by law or the NYSE listing standards.

XIII. Reporting of Interested Party Concerns

In order that interested parties, including shareholders, may be able to make their concerns known to the non-management members of the Board, the Corporation shall provide on its website a method by which such parties can communicate directly and confidentially to the non-management members of the Board.

XIV. Public Disclosure

The Corporation will make publicly available its Ethics and Compliance Policies, these guidelines and the charters of the standing committees appointed by the Board at such times and in such manner as required by law or the NYSE listing standards and rules.