



BELDEN INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Membership

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Belden Inc. (the “Company”) shall consist of a minimum of two directors. Members of the Committee shall be appointed and may be removed by the Board of Directors. All Committee members shall be independent directors under the applicable New York Stock Exchange standards. The Committee shall convene at least quarterly, with additional meetings as appropriate.

The Board may appoint one member to be the Chair, who shall chair all regular sessions of the Committee and set agendas for Committee meetings. If the Board fails to appoint a Chair, the members of the Committee shall elect a Chair by majority vote of the full Committee.

Purpose

The Committee’s purpose shall be to assist the Board in: identifying qualified individuals to become board members, determining the composition of the Board and its committees, monitoring a process to assess board effectiveness, overseeing the evaluation of the Board and management, and developing and implementing the Company’s corporate governance guidelines.

Responsibilities

The Committee shall have the following responsibilities:

1. To lead the search for individuals qualified to become members of the Board and to recommend the selection of director nominees to the Board to be presented for shareholder approval at the annual meeting. The Committee shall recommend the selection of individuals who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders.

Directors should possess qualifications established by the Board, including: an inquiring and independent mind; practical wisdom and mature judgment; broad training and experience at the policy-making level in business, general management, finance, accounting, law, marketing, government, education or technology; and expertise that is useful to the Company and complementary to the background and experience of other Board members. Directors should balance personal and professional commitments (including those involving other boards) so they can readily fulfill their responsibilities as

members of the Company's Board.

In furtherance of this responsibility, the Committee shall review at least annually the tenure and experience of Board members in order to identify expertise gaps or otherwise anticipate the need for new nominees.

2. To review the Board's size and committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend Committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. To develop and recommend to the Board for its approval a set of corporate governance guidelines and a code of conduct applicable to the Company. The Committee shall review the guidelines and the Company's code of conduct periodically, and recommend changes as necessary.
4. To develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the self-evaluations of the Board and each committee.
5. To evaluate and make recommendations regarding the independence of Director nominees within the meaning of applicable New York Stock Exchange regulations and such other standards as the Committee or Board may adopt.
6. To evaluate and make recommendations regarding the Audit Committee Financial Expert status of Director nominees slated to serve on the Audit Committee.
7. To review and address conflicts of interests of Directors and executive officers and to analyze and make recommendations to the Board on requests for waivers of the code of conduct by Directors and executive officers.
8. To review periodically director compensation and benefits.
9. To review candidates recommended by shareholders.
10. To review senior management succession planning.
11. To develop and oversee the CEO evaluation process.
12. To monitor regulatory developments relating to corporate governance and make recommendations to the Board, as appropriate.

Authority

The Committee shall have the sole authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and recommendations to the Board at the next regularly scheduled board meeting after each Committee meeting, and shall conduct and present to the Board an annual performance evaluation of the committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.