



BELDEN INC. COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Committee shall be to carry out the Board's overall responsibility relating to the compensation of the Chief Executive Officer ("CEO") and the Company's other executive officers.

Membership

The Compensation Committee (the "Committee") of the Board of Directors of Belden Inc. ("Company") shall consist of two or more directors, each of whom shall meet the independence requirements of the New York Stock Exchange. In assessing the independence of a director to serve on the Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company, which is material to that director's ability to be independent from management in connection with the duties of a Committee member. Members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and may be replaced by the Board.

Responsibilities

The Committee shall have the following responsibilities:

1. To establish the Company's executive compensation philosophy and objectives, and in furtherance therewith, shall receive periodic reports on the Company's compensation programs as they affect all employees.
2. To review and evaluate the Company's programs, priorities and progress for the recruiting, staffing, developing and retaining of competent managers for present and future Company needs, including the management succession planning for the CEO and other executive officers.
3. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the CEO. At least once a year the Committee, together with other independent directors, shall evaluate the CEO's performance in light of these established goals and objectives and based upon these evaluations (and existing employment agreements, if any) shall set the CEO's annual compensation, including salary, bonus, incentive and equity compensation. In conducting this evaluation, the Committee shall consider the Company's performance and relative shareholder return, the value of incentive awards granted to chief executive officers at comparable firms and past awards to the CEO.

4. To review and approve executive officer compensation, including: (a) base salary and annual incentive opportunities; (b) all other incentive awards and opportunities (including equity-based awards and opportunities); (c) any employment agreements and severance arrangements; and (d) any change-in-control agreements.
5. To review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans. The Committee will be responsible for approving the peer group of companies to be used in reviewing the competitiveness of pay and relative performance in the long-term incentive program. The Committee shall assess whether the Company's incentive compensation practices encourage excessive or unnecessary risk-taking.
6. To periodically review the adequacy and competitiveness of the Company's benefits and perquisites programs.
7. To review the design and competitiveness of the Company's retirement programs.
8. To review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management, and based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
9. To provide the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations of the SEC.
10. To assess the results of the Company's most recent advisory vote on executive compensation.
11. To make regular reports to the Board; annually review Committee performance; and annually review the adequacy of this charter and recommend any proposed changes to the Board for approval.

Authority

The Committee shall have the sole authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate and may delegate to the CEO the authority to make grants of equity-based compensation to eligible individuals who are not executive officers. The CEO shall report regularly to the Committee on the grants so made. The Committee shall have the resources and authority to fulfill its responsibilities and may retain and

terminate any compensation consultant, outside counsel and other advisors as the Committee may deem appropriate, and in making such selection, the Committee will assess the independence of the consultant, outside counsel, or other advisors. The Committee shall have sole authority to approve related fees and retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities and anticipates meeting at least quarterly throughout the year. Each meeting should be scheduled to afford the Committee the opportunity to meet in executive session.

Reliance on Others

Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance on members of the Committee on reports or other information provided by others.