

AMPHENOL CORP /DE/  
Form DEF 14A  
April 17, 2019

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Amphenol Corporation**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**NOTICE OF 2019 ANNUAL MEETING  
and  
PROXY STATEMENT**

**CORPORATION**

**AMPHENOL CORPORATION  
358 HALL AVENUE  
WALLINGFORD, CONNECTICUT 06492**

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**NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS**

**TIME AND DATE**

11:00 a.m., Wednesday, May 22, 2019

**PLACE**

Amphenol Corporation  
World Headquarters  
Conference Center  
358 Hall Avenue  
Wallingford, CT 06492  
(203) 265-8900

**AGENDA**

1. To elect nine directors as named for terms indicated in the proxy statement.
2. To ratify the selection of Deloitte & Touche LLP as independent accountants.
3. To conduct an advisory vote on compensation of named executive officers.
4. To vote on the stockholder proposals set forth in the proxy statement, if properly presented at the Annual Meeting.
5. To transact such other business as may properly come before the meeting and any postponements or adjournments thereof.

**By Order of the Board of Directors**  
**Lance E. D'Amico**  
**Senior Vice President, Secretary and General Counsel**

**April 17, 2019**

**IMPORTANT**  
**PLEASE COMPLETE, DATE, SIGN AND RETURN**  
**THE ACCOMPANYING PROXY WHETHER OR**  
**NOT YOU PLAN TO ATTEND THE MEETING**

**Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to Be Held on May 22, 2019: The Proxy Statement and Annual Report to Stockholders for the fiscal year ended December 31, 2018 are available at [www.edocumentview.com/APH](http://www.edocumentview.com/APH).**

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*This summary highlights selected information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement and the 2018 Amphenol Annual Report to Stockholders carefully before voting.*

**Annual Meeting of Stockholders**

Time and Date	11:00 a.m., Wednesday, May 22, 2019
Place	Amphenol Corporation World Headquarters, Conference Center 358 Hall Avenue Wallingford, CT 06492
Record Date	March 25, 2019
Voting	Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and for each of the other proposals to be voted on.

**Meeting Agenda and Voting Matters**

	<b>Board Vote Recommendation</b>	<b>Page References (for more detail)</b>
Election of Nine Directors	FOR EACH DIRECTOR NOMINEE	6-18
Other Management Proposals		
Ratification of Deloitte & Touche LLP as independent accountants	FOR	22-24
Advisory vote on compensation of named executive officers	FOR	25-51
Shareholder Proposals		
Special Shareholder Meeting Improvement	AGAINST	54-57
Recruitment and Forced Labor Proposal	AGAINST	57-60

Table of Contents**Director Nominees**

Name	Director Tenure	Principal Occupation	Experience/ Qualifications	Independent	Committee Memberships*					Other Public Company Boards
					AC	CC	EC	NCGC	PC	
Stanley L. Clark	Since 2005	Lead Trustee and Senior Advisor of Goodrich, LLC	- Leadership - Finance - Global - Industry - Operations	Y	X	X			C	
John D. Craig	Since 2017	Former CEO of EnerSys	- Leadership - M&A - Technology - Operations	Y		X	X			
David P. Falck (Presiding Director)	Since 2013	Former Executive Vice President and General Counsel Pinnacle West Capital Corporation	- Leadership - Compliance - Risk Management - M&A	Y	X	X		C		
Edward G. Jepsen	1989-1997; Since 2005	CEO and Chairman of Coburn Technologies, Inc.	- Leadership - Finance - Global - Industry	Y	C,F			X	X	
Martin H. Loeffler (Chairman)	Since 1987	Former CEO of Amphenol Corporation	- Leadership - Global - Industry - Technology	Y						
Robert A. Livingston	Since 2018	Former CEO of Dover Corporation	- Leadership - Global - Manufacturing - M&A - Finance	Y						RPM International Inc.
R. Adam Norwitt	Since 2009	President and CEO of Amphenol Corporation	- Leadership - Global - Industry - Operations - M&A	N						
Diana G. Reardon	Since 2015	Former CFO of Amphenol Corporation	- Leadership - Finance - Global - Industry	N			X		X	
Anne Clarke Wolff	Since 2018	Head of Global Corporate Banking and Global Leasing - Bank of America	- Leadership - Finance - M&A - Global	Y						

\*

As a result of Messrs. Badie and Lord retiring at the Annual Meeting, the Board intends to re-evaluate committee memberships between the date of this proxy statement and the date of the Annual Meeting. Mr. Badie currently serves as Chair of the Executive Committee and as a member of the Audit Committee and the Pension Committee. Mr. Lord currently serves as the Chair of the Compensation Committee and as a member of the Nominating/Corporate Governance Committee and the Executive Committee.



AC  
Audit Committee

C  
Chair

CC  
Compensation Committee

EC  
Executive Committee

F  
Financial Expert

NGGC  
Nominating/Corporate Governance Committee

PC  
Pension Committee

**Attendance**                      In 2018, each of the Company's director nominees attended 100% of the Board and the Committee meetings on which such nominee sits.

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**Governance**

The Company's most current Governance Principles, the Code of Business Conduct and Ethics and the charters of each committee of the Board can be accessed via the Company's website at [www.amphenol.com](http://www.amphenol.com) by clicking on "Governance Documents" at the bottom of the page under "About Amphenol", then the desired principles, code or charter. A printed copy will also be provided to any stockholder of the Company free of charge upon written request to the Company, c/o Secretary, Amphenol Corporation, 358 Hall Avenue, Wallingford, Connecticut 06492.

**Executive Compensation**

At the 2018 annual meeting of stockholders, the Company's stockholders cast a non-binding advisory vote regarding the compensation of the Company's named executive officers as disclosed in the proxy statement for that meeting. The Company's stockholders overwhelmingly approved the proposal with more than 94% of the shares voted being cast in favor of the proposal. These programs and policies remain intact, as described in detail beginning on page 25. The Company's core management compensation programs include base salary, an annual performance-based incentive plan payment opportunity, annual stock option awards (with 20% vesting each year over a five-year period, except that vesting may be accelerated or continued in cases of death, disability, retirement or a change in control), insurance benefits and retirement benefits.

Compensation programs for the named executive officers emphasize at-risk, performance-based elements. Fixed compensation elements, including base salary, retirement benefits and other compensation are designed to be market competitive for purposes of retention, and to a lesser extent, recruitment. However, it is intended that a larger part of the named executive officers' compensation be geared to reward performance that generates long-term stockholder value.

For the Company's Chief Executive Officer, fixed compensation elements including salary, retirement benefits and "all other compensation" comprised approximately 13% of his total 2018 compensation. His at-risk compensation linked to increasing stockholder value comprised approximately 87% of his total 2018 compensation. These at-risk elements include stock options granted with an exercise price equal to the closing price of the Company's common stock on the date of grant which only generate value if the Company's share price increases after the grant date (the value ascribed to the options for purposes of calculating percentages in this paragraph is the grant date fair value calculated in accordance with ASC Topic 718, as further described in footnote (1) to the Summary Compensation Table on page 37). The other at-risk compensation is incentive plan compensation which historically has required year-over-year earnings per share ("EPS") growth before any amount is paid in addition to other considerations designed to motivate the Chief Executive Officer to generate long-term stockholder value, and rewards the Chief Executive Officer when Company revenues and EPS grow. For the Company's other named executive officers as a group, fixed compensation elements comprised approximately 19% of total 2018 compensation while at-risk compensation comprised approximately 81% of total 2018 compensation. As with the Chief Executive Officer, the fixed compensation elements for the other named executive officers include salary, retirement benefits and "all other compensation", while the at-risk items include stock options and incentive plan compensation linked to goals that encourage growth in revenues and either EPS or operating income, depending on the role of the named executive officer.

The Board believes this compensation program is a valuable and appropriate tool which contributes to the Company's continuing success.

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**2018 Performance Highlights<sup>(1)</sup>**

Amphenol delivered another outstanding year in 2018, with sales, operating margins and earnings again reaching record levels.

Sales increased 17% to \$8.2 billion

Adjusted Operating Margin reached 20.7%

Adjusted Diluted EPS grew 21% to \$3.77

Amphenol's record performance in 2018 enabled us to continue our track record of creating long-term value for our stockholders. Over the past ten years, Amphenol has delivered compound annual sales growth of 10%, Adjusted EPS growth of 12% and Operating Margin expansion of more than 100 basis points. This superior performance has created sustained stockholder value as reflected in Amphenol's stock delivering a 22% compound annual return over the past ten years, beating the performance of the S&P 500 by approximately nine percentage points.

In 2018, the Company continued to have a flexible and balanced approach to capital allocation by:

Increasing the Company's quarterly dividend by 21% to \$0.23 per share;

Returning \$935 million to stockholders through the repurchase of 10.6 million shares of the Company's stock; and

Completing three strategic acquisitions in 2018 CTI, All Sensors and Ardent Concepts as well as SSI in January 2019, further diversifying the Company's business across our markets.

As we enter 2019, we at Amphenol believe that our business is in its strongest position in our 87-year history.

**Investor Outreach**

Amphenol regularly engages with key stockholders to discuss, among other items, governance issues to ensure that management and the Board understand and address issues that are important to the Company's stockholders. Through these engagements the Company has obtained valuable feedback. For example, in 2016, the Board adopted an amendment to the Company's By-Laws that, among other things, implemented "proxy access", which, subject to the requirements of the By-Laws, permits any stockholder or group of up to 20 stockholders that beneficially owns at least 3% of the Company's outstanding common stock continuously for three years to nominate candidates for election to the Board and to require the Company to list such nominees in the Company's proxy statement. In prior years, the Company has taken a variety of other significant actions in response to investor feedback, such as lowering the threshold to call special meetings of stockholders from 50% to 25%, declassifying the Board and providing for the annual election of directors, allowing stockholders to act by written consent and eliminating supermajority voting requirements in the Company's Articles of Incorporation and By-Laws. The Company has also continued to engage key stockholders to discuss other important topics, such as compensation practices and programs.

**Environmental, Social and Governance**

We are dedicated to building true, long-term value for our customers, employees and stockholders. We strongly believe that sustainable business practices are at the core of ensuring our success and longevity.

**2020 Annual Meeting**

Deadline for stockholder proposals to be included in the proxy statement for the 2020 annual meeting of stockholders.

December 19, 2019

(1)

Refer to footnote 1 on page 31 for definitions and reconciliations of non-GAAP financial measures to their most directly comparable U.S. GAAP financial measures.

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**PROXY STATEMENT**

This proxy statement (first mailed to stockholders on or about April 17, 2019) is furnished to the holders of the Class A Common Stock, par value \$.001 per share ("Common Stock"), of Amphenol Corporation (the "Company" or "Amphenol") in connection with the solicitation of proxies for use at the Annual Meeting of Stockholders to be held in the Conference Center at the Company's Corporate Headquarters at 358 Hall Avenue, Wallingford, Connecticut 06492 (telephone (203) 265-8900) at 11:00 a.m. on Wednesday, May 22, 2019 (the "Annual Meeting").

**RECORD DATE**

The Board of Directors of the Company (the "Board") has fixed the close of business on March 25, 2019 as the Record Date for the 2019 Annual Meeting (the "Record Date"). Only stockholders of record at the Record Date are entitled to notice of and to vote at the Annual Meeting and any postponements or adjournments thereof, in person or by proxy. At the Record Date, there were 297,965,335 shares of Common Stock outstanding.

**PROXIES**

The proxy accompanying this proxy statement is solicited on behalf of the Board for use at the Annual Meeting and any postponements or adjournments thereof. Each holder of Common Stock is entitled to one vote for each share of Common Stock held at the Record Date. The holders of record, present in person or by proxy, of a majority of the issued and outstanding shares of Common Stock shall constitute a quorum. Abstentions and broker non-votes are counted as present for quorum purposes.

Shares will be voted in accordance with stockholder instructions. If a stockholder returns a signed proxy card that omits voting instructions for some or all matters to be voted on, the proxy holders will vote on all uninstructed matters in accordance with the recommendations of the Board. In addition, if a stockholder has returned a signed proxy card, the proxy holders will have, and intend to exercise, discretion to vote shares in accordance with their best judgment on any matters not identified in this proxy statement on which a vote is taken at the Annual Meeting. At present, the Company is not aware of any such matter.

For stockholders that hold their shares through an account with a broker and do not give voting instructions on a matter, under the rules of the New York Stock Exchange, the broker is permitted to vote in its discretion only on Proposal 2 (ratification of selection of the independent accountants) and is required to withhold its vote on each of the other proposals, the withholding of which is referred to as a "broker non-vote."

A proxy may be revoked. For shares that are held in "street name", the stockholder must follow the directions provided by its bank, broker or other intermediary for revoking or modifying voting instructions. For shares that are registered in the stockholder's own name, the proxy may be revoked by written notification to the Company Secretary prior to its exercise and providing relevant name and account information, submitting a new proxy card with a later date (which will override the earlier proxy) or voting in person at the Annual Meeting.

Votes on each of the proposals other than election of directors are advisory and therefore not binding on the Company. However, the Board will consider the outcome of these votes in its future deliberations.

The inspectors of election appointed for the Annual Meeting with the assistance of the Company's transfer agent, Computershare Trust Company, N.A., will tabulate the votes.

The Company pays the cost of preparing, printing, assembling and mailing this proxy soliciting material. The Company has engaged the firm of Georgeson LLC to assist in the distribution of this Notice of 2019 Annual Meeting and Proxy Statement and will pay Georgeson LLC its out of pocket expenses for such services. The Company will reimburse brokerage houses and other custodians, nominees and

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fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to stockholders. Georgeson LLC has also been retained to assist in soliciting proxies for a fee not expected to exceed \$8,500, plus distribution costs and other costs and expenses. Proxies may also be solicited from some stockholders personally, by mail, e-mail, telephone or other means of communication by the Company's directors, officers and regular employees who are not specifically employed for proxy solicitation purposes and who will not receive any additional compensation.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

Listed in the following table are those stockholders known to Amphenol to be the beneficial owners of more than five percent of the Company's Common Stock as of December 31, 2018.

<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
FMR LLC 245 Summer Street Boston, MA 02210	42,004,976(1)	14.1%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	32,077,203(2)	10.7%
BlackRock, Inc. 55 East 52 <sup>nd</sup> Street New York, NY 10055	22,227,823(3)	7.4%

- (1) The Schedule 13G filed by such beneficial owner on February 13, 2019 for the year ended December 31, 2018 indicates that it has (i) sole voting power over 5,724,599 shares, (ii) shared voting power over 0 shares, (iii) sole dispositive power over 42,004,976 shares and (iv) shared dispositive power over 0 shares.
- (2) The Schedule 13G filed by such beneficial owner on February 11, 2019 for the year ended December 31, 2018 indicates that it has (i) sole voting power over 366,540 shares, (ii) shared voting power over 116,676 shares, (iii) sole dispositive power over 31,596,360 shares and (iv) shared dispositive power over 480,843 shares.
- (3) The Schedule 13G filed by such beneficial owner on February 4, 2019 for the year ended December 31, 2018 indicates that it has (i) sole voting power over 19,622,505 shares, (ii) shared voting power over 0 shares, (iii) sole dispositive power over 22,227,823 shares and (iv) shared dispositive power over 0 shares.

Table of Contents**SECURITY OWNERSHIP OF MANAGEMENT**

Set forth below is certain information with respect to beneficial ownership of the Company's Common Stock as of April 1, 2019 by each director, the named executive officers (listed in the Summary Compensation Table on page 37) and by all executive officers and directors of the Company as a group. Except as otherwise noted, the individuals listed in the table below have the sole power to vote or transfer the shares reflected in the table.

<b>Name of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
Ronald P. Badie	51,805(2)(3)	*
Stanley L. Clark	38,605(2)(3)	*
John D. Craig	3,295(2)	*
William Doherty	224,000(4)	*
David P. Falck	15,143(2)	*
Jean Luc Gavelle	182,000(4)	*
Edward G. Jepsen	238,605(2)	*
Craig A. Lampo	614,500(4)	*
Robert A. Livingston	7,545(2)	*
Martin H. Loeffler	472,271(2)	*
John R. Lord	29,092(2)	*
R. Adam Norwitt(1)	3,394,163	1.14%
Diana G. Reardon	218,592(2)	*
Luc Walter	468,200(4)	*
Anne Clarke Wolff	1,733(2)	*
All executive officers and directors of the Company as a group (21 persons)	7,755,549	2.60%

\*

Less than one percent.

(1)

The share ownership amounts for Mr. Norwitt in this table include 370,163 shares, of which 304,400 shares are held in trusts over which he has sole voting power and 65,763 are owned directly; and 3,024,000 shares which are not owned by Mr. Norwitt but which would be issuable upon the exercise of stock options pursuant to the 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries and the 2017 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries, which are exercisable or would be exercisable within 60 days of April 1, 2019.

(2)

The share ownership amounts in this table include 50,213, 17,013, 1,703, 13,551, 217,013, 7,000 and 27,500, shares which are owned directly by Messrs. Badie, Clark, Craig, Falck, Jepsen, Livingston and Lord, respectively; and 470,679 shares which are held in trusts over which Mr. Loeffler has sole voting power; and 77,000 shares held in trusts over which Ms. Reardon has sole voting power; and



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141 shares owned directly by Ms. Wolff. Of the 217,013 shares of Common Stock owned by Mr. Jepsen reflected in this table, 200,000 have been pledged as security. Pursuant to the pledge arrangement, Mr. Jepsen has the power to vote or direct the voting of the shares and he has the power to dispose or direct the

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disposition of the shares. Of the 1,703 shares of Common Stock owned by Mr. Craig reflected in this table, 164 are owned by his spouse. The table also includes 20,000 shares which are not owned by each of Messrs. Clark and Jepsen, but which would be issuable to each upon the exercise of stock options pursuant to the Amended 2004 Stock Option Plan for Directors of Amphenol Corporation (the "Directors' Stock Option Plan"), and 140,000 shares which are not owned by Ms. Reardon but which would be issuable upon the exercise of stock options pursuant to the 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries, which are currently exercisable or would be exercisable within 60 days of April 1, 2019. Additionally, this table includes 1,592 shares of restricted stock owned by each of Messrs. Badie, Clark, Craig, Falck, Jepsen, Loeffler, Lord and Ms. Reardon and Ms. Wolff, and 545 shares of restricted stock owned by Mr. Livingston, all of which vest within 60 days of April 1, 2019.

- (3) The share ownership amounts for Messrs. Badie and Clark reflected in this table do not include any shares of the Company's Common Stock which may be issued pursuant to the Amphenol Corporation Directors' Deferred Compensation Plan (the "Directors' Deferred Compensation Plan") described under the caption "Director Compensation for the 2018 Fiscal Year" beginning on page 16. Mr. Badie was appointed to the Board on July 21, 2004 and the cumulative balance in his Directors' Deferred Compensation Plan account as of April 1, 2019, including credit for dividends, is 19,965 unit shares. Mr. Clark was appointed to the Board on January 27, 2005 and the cumulative balance in his Directors' Deferred Compensation Plan account as of April 1, 2019, including credit for dividends, is 17,552 unit shares. Commencing with the fourth quarter 2009, Messrs. Badie and Clark elected to receive their quarterly director's fees in cash in lieu of shares. As long as the election to receive quarterly director's fees in cash in lieu of shares continues, the cumulative balance in each of Messrs. Badie and Clark's Director's Deferred Compensation Plan account will only increase by the number of shares credited for dividends.
- (4) The share ownership amounts in this table include 37,500 shares, of which 12,500 shares are held directly by Mr. Lampo and 25,000 shares are held in trusts over which he has sole voting power; and 119,600 shares are owned by Mr. Walter, respectively; as well as 577,000, 224,000, 182,000 and 348,600 shares, which are not owned by Messrs. Lampo, Doherty, Gavelle and Walter, respectively, but which would be issuable upon the exercise of stock options pursuant to the 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries and/or the 2017 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries which are exercisable or would be exercisable within 60 days of April 1, 2019.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires that the Company's executive officers and directors, and any persons who own more than 10% of the Common Stock, file reports of initial ownership of the Company's Common Stock and subsequent changes in that ownership with the Securities and Exchange Commission ("SEC") and furnish the Company with copies of all forms they file pursuant to Section 16(a). As a practical matter, the Company seeks to assist its directors and officers by monitoring transactions and completing and filing reports on their behalf.

Based solely upon a review of the filings with the SEC and written representations from directors and executive officers that no other reports were required, the Company believes that all executive officers and directors of the Company filed all required reports on a timely basis with respect to 2018, except that on August 3, 2018 a Form 4 was filed with the SEC reporting the sale of 2,000 shares of Common Stock which were inadvertently not previously reported by Yaobin (Richard) Gu.

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**PROPOSAL 1. ELECTION OF DIRECTORS**

The Restated Certificate of Incorporation and the By-Laws of the Company, taken together, provide for a Board consisting of not less than three or more than 15 directors. Currently, the number of directors of the Company is eleven. Messrs. Ronald P. Badie and John R. Lord have each indicated they will not stand for re-election after the term for each expires at the Annual Meeting. The Company thanks Messrs. Badie and Lord for their many years of dedicated service. Our directors are elected annually. At the Annual Meeting, the number of directors will be reduced to nine. Accordingly, action will be taken at the Annual Meeting for the re-election of nine directors: Stanley L. Clark, John D. Craig, David P. Falck, Edward G. Jepsen, Robert A. Livingston, Martin H. Loeffler, R. Adam Norwitt, Diana G. Reardon and Anne Clarke Wolff for a term of one year that will expire at the 2020 Annual Meeting.

It is intended that the proxies delivered pursuant to this solicitation will be voted in favor of the election of each director nominee, except in cases of proxies bearing contrary instructions. In the event that any of these nominees should become unavailable for election for any presently unforeseen reason, the persons named in the proxy will have the right to use their discretion to vote for a substitute.

Information regarding each director nominee, including individual experience, qualifications, attributes and skills that led the Board to conclude that the director should serve on the Board, is set forth below. The Company's goal is to assemble a Board that works together and with management to deliver long term stockholder value. The Company believes that the nominees and directors set forth below, each of whom is currently a director of the Company, possess the skills and experience necessary to guide the Company in the best interests of its stockholders. The Company's current Board consists of individuals with proven records of success in their chosen professions and with the Company. They all have high integrity and keen intellect. They are collegial yet independent in their thinking, and have demonstrated the willingness to make the time commitment necessary to be informed about the Company and its relevant industry, including its customers, suppliers, competitors, stockholders and management. Members of the Board also have extensive experience in leadership, the management of public companies, risk assessment, accounting and finance, capital markets, mergers and acquisitions, technology and global business practices and operations.

The following information details offices held and other business directorships of public companies during the past five years of each of the proposed director nominees. Beneficial ownership of equity securities of the current directors and the proposed director nominees is shown under the caption *Security Ownership of Management* on page 4.

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**DIRECTOR NOMINEES**

Stanley L. Clark

Mr. Clark, age 75, has been a Director since 2005. Mr. Clark is Lead Trustee and Senior Advisor of Goodrich, LLC, where he also served as chief executive officer and trustee from 2001 until 2014. This role has provided him excellent insight into a broad range of markets and investment perspectives as well as financial analysis. He gained significant experience in general management of a complex manufacturing organization as chief executive officer of Simplex Time Recorder Company from 1998 to 2001 and director from 1996 to 2001, chief operating officer from 1996 to 1998 and group vice president from 1994 to 1996. Prior to working at Simplex Time Recorder Company, he held various positions with Raytheon Company over a period of 17 years, including service as the corporate group vice president for the commercial electronics group and as a director of New Japan Radio Company, a joint venture between Raytheon Company and Japan Radio. Mr. Clark also served four years in the United States Navy. He brings to the Board international experience as well as an understanding of the aerospace and defense industry, important markets for the Company. Mr. Clark is Chairman of the Pension Committee and is a member of the Audit Committee and the Compensation Committee.

John D. Craig

Mr. Craig, age 67, has been a Director since 2017. Mr. Craig served as the Chief Executive Officer of EnerSys from 2000 to 2016 and also served as its President from 2000 to 2014. From 1998 to 2000, Mr. Craig served as the president and chief operating officer of Yuasa Inc., the predecessor company to EnerSys. He joined Yuasa in 1994 as its vice president of operations and was promoted to executive vice president of operations in 1995. In 2000, he led the management buy-out of the Americas industrial battery business from Yuasa Corporation of Japan, which resulted in the creation of EnerSys. From 1994 until his retirement, Mr. Craig oversaw the acquisition and integration of 39 companies in all regions of the world. He led the IPO of EnerSys in 2004. Mr. Craig began his professional career as an engineer with Whirlpool Corporation in 1977. He served as the chairman of EnerSys from 2000 until 2016 and served as its director from 2000 to 2016. Mr. Craig brings to the Board his extensive experience leading a global manufacturing company, together with his deep exposure to many of the Company's end markets as well as a well-developed expertise in mergers and acquisitions. Mr. Craig is a member of the Executive Committee and the Compensation Committee.

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David P. Falck

Mr. Falck, age 66, has been a Director since 2013. Mr. Falck has more than 40 years of experience as a legal advisor to public and private companies. From 2009 to 2017, Mr. Falck was Executive Vice President and General Counsel of Pinnacle West Capital Corporation and its primary subsidiary, Arizona Public Service Company where he had responsibility for the company's legal affairs and corporate secretary functions. He continued as Executive Vice President, Law, through April 2018. From 2007 to 2009, he was senior vice president, law for New Jersey-based Public Service Enterprise Group Inc. and served as a member of its executive group. From 1987 to 2007, Mr. Falck was a partner in the New York office of Pillsbury Winthrop Shaw Pittman LLP where he provided strategic advice for a range of clients in the manufacturing, energy and telecommunications industries in the U.S. and abroad, including the Company. His well-developed legal and financial acumen bring great value to the Company, in particular with respect to corporate governance, mergers and acquisitions, financing, compliance, and legal matters. Mr. Falck is Chairman of the Nominating/Corporate Governance Committee and is a member of the Audit Committee and the Compensation Committee. Mr. Falck also serves as the Board's Presiding Director.

Edward G. Jepsen

Mr. Jepsen, age 75, has been a Director since 2005. Mr. Jepsen also served as a Director of the Company from 1989 through 1997. Mr. Jepsen has been Chairman and Chief Executive Officer of Coburn Technologies, Inc., a manufacturer and marketer of lens processing systems and equipment for the ophthalmic industry, since December 2010. Mr. Jepsen was employed as a non-executive Advisor to the Company from 2005 through his retirement in 2006. He was executive vice president and chief financial officer of the Company from 1989 through 2004. During his time as chief financial officer of the Company, Mr. Jepsen gained a deep familiarity with the operations, markets, technologies and other business matters of the Company, and in particular a comprehensive understanding of the Company related to accounting, auditing and controls. In addition, Mr. Jepsen brings to the Board significant experience in public accounting and auditing acquired as a partner at PricewaterhouseCoopers LLP prior to joining the Company. Mr. Jepsen is Chairman of the Audit Committee and is a member of the Nominating/Corporate Governance Committee and the Pension Committee. In the past five years, but not currently, Mr. Jepsen also served as a director and chairman of the audit and finance committee and member of the nominating/corporate governance committee of ITC Holdings Corp.

Robert A. Livingston

Mr. Livingston, age 65, has been a Director since 2018. Mr. Livingston served as the President and Chief Executive Officer of Dover Corporation from 2008 through April 2018 and also served as its Chief Operating Officer in 2008. From 2007 to 2008, Mr. Livingston served as the president and chief executive officer of Dover Engineered Systems, Inc. and served as the president and CEO of Dover Electronics, Inc. from 2004 to 2007. He also served as the president of Vectron International Inc. in 2004. Mr. Livingston brings to the Board, among other things, a successful track record leading a large, publicly-traded U.S. multi-national company, together with his extensive experience in manufacturing, mergers and acquisitions and finance. Mr. Livingston currently serves as Director and member of the compensation committee and co-chairman of the operating improvement committee of RPM International. In the past five years, but not currently, Mr. Livingston served as director of Dover Corporation.

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Martin H. Loeffler	Mr. Loeffler, age 74, has been a Director since 1987 and Chairman of the Board since 1997. He had been an employee of the Company for 37 years when he retired in December 2010. He was executive chairman of the Company from 2009 to 2010, chief executive officer of the Company from 1996 to 2008 and president of the Company from 1987 to 2007. Prior to assuming the position of president, he oversaw the Company's international operations, and prior to that served in general management and operations roles in several European countries. He has a technology background with a PhD in physics and experience as a researcher in the field of semiconductors. His leadership, market knowledge, technology background, international and other business experience are of tremendous value to the Company.
R. Adam Norwitt	Mr. Norwitt, age 49, has been a Director since 2009, and an employee of the Company or its subsidiaries for approximately 19 years. He has been President since 2007 and Chief Executive Officer since 2009. Mr. Norwitt was chief operating officer of the Company from 2007 through 2008. He was senior vice president and group general manager, worldwide RF and microwave products division of the Company during 2006 and vice president and group general manager, worldwide RF and microwave products division of the Company from 2004 until 2006. Prior thereto, Mr. Norwitt served as group general manager, general manager and business development manager with various operating groups in the Company, including approximately five years resident in Asia. Mr. Norwitt has a juris doctor degree and trained as a corporate lawyer prior to joining the Company. He also has an MBA degree. He has studied in the United States, Taiwan, China and France. His vision, leadership, market knowledge, merger and acquisition experience, international exposure and other business experience, including his more than 10 years as our chief executive officer, are of significant value to the Company.
Diana G. Reardon	Ms. Reardon, age 59, has been a Director since 2015. She was an employee of the Company for approximately 30 years. She served as Senior Advisor from 2015 to 2017, executive vice president from 2010 to 2015, senior vice president from 2004 to 2009, and chief financial officer from 2004 to 2015. She was controller of the Company from 1994 through 2004 and treasurer of the Company from 1992 through 2004. During her tenure with the Company, Ms. Reardon has been deeply involved with the operations, markets and other business matters of the Company, including the acquisition program during her time as Chief Financial Officer. She has a comprehensive understanding of the Company including, in particular, its financial, accounting and auditing systems, policies, procedures and controls and growth strategy. Her breadth of knowledge about the Company and its finances are extremely valuable to the Company. In addition, Ms. Reardon brings to the Board significant experience in public accounting and auditing acquired as a manager at PricewaterhouseCoopers LLP prior to joining the Company. Ms. Reardon is a member of the Executive Committee and of the Pension Committee.

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Anne Clarke Wolff

Ms. Wolff, age 53, has been a Director since 2018. Ms. Wolff has been a Managing Director at Bank of America since she joined in 2011 and currently serves as Head of Global Corporate Banking and Global Leasing. Prior to that, from 2009 to 2011, Ms. Wolff held senior positions at JP Morgan Chase & Company and from 1998 to 2009 at Citigroup. Ms. Wolff began her career at Salomon Brothers, where she held positions of increasing responsibility from 1989 to 1998. Ms. Wolff has significant experience with global issues acquired through her work with a broad array of international clients together with her oversight of an extensive global organization. Her deep experience in banking and corporate finance, in particular with respect to all aspects of capital structure and deployment, including mergers and acquisitions, is extremely valuable to the Company.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE  
NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS.**

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**THE BOARD OF DIRECTORS AND THE COMMITTEES OF THE BOARD**

**Governance Principles**

Amphenol's Corporate Governance Principles meet or exceed the Listing Standards of the New York Stock Exchange (the "NYSE Listing Standards"), including guidelines for determining director independence and reporting concerns to non-employee directors and the Audit Committee. The Company's most current Governance Principles, the Code of Business Conduct and Ethics and the Charters of the Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee are reviewed at least annually and revised as warranted. Amphenol's Code of Business Conduct and Ethics applies to all employees, directors and officers of the Company and its subsidiaries. The principles, code and charters can be accessed via the Company's website at [www.amphenol.com](http://www.amphenol.com) by clicking on "Governance Documents" at the bottom of the page under "About Amphenol", then the desired principles, code or charter. A printed copy of the Company's most current Corporate Governance Principles, the Code of Business Conduct and Ethics and the Audit Committee Charter, the Compensation Committee Charter and the Nominating/Corporate Governance Committee Charter will also be provided to any stockholder of the Company free of charge upon written request to the Secretary of the Company, Amphenol Corporation, 358 Hall Avenue, Wallingford, Connecticut 06492.

**Director Independence**

The Board has adopted the definition of "independent director" set forth in the NYSE Listing Standards to assist it in making determinations of independence. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making an independence determination.

The Board considered Ms. Wolff's role as Head of Global Corporate Banking and Global Leasing at Bank of America ("BofA") and the Company's current financial relationships with BofA, including BofA's role as a lender under the Company's revolving credit facility, participation as an underwriter on certain of the Company's debt offerings and provider of traditional banking services including cash management and trading, and determined that these relationships do not impair her independence. The Board has determined that all of the directors are independent of the Company and its management with the exception of Mr. Norwitt and Ms. Reardon who are considered inside directors because of their current or recent employment with the Company.

**Leadership Structure**

Mr. Loeffler is Chairman of the Board and Mr. Falck is the Board's Presiding Director. As Presiding Director, Mr. Falck has the authority to call, schedule and chair executive sessions of the independent directors. After each Board meeting and executive session the Chairman and Presiding Director communicate with the Chief Executive Officer to provide feedback and to effectuate the decisions and recommendations of the directors.

The Board of Directors has determined that at the present time, its current leadership structure, including a Presiding Director, a Chairman of the Board who retired from employment with the Company in 2010 after 37 years of service and a Chief Executive Officer who is an inside director, is appropriate and allows the Board to fulfill its duties effectively and efficiently based on the Company's current needs. The Presiding Director and independent Chairman of the Board provide a means for the Board to effectively operate independently of the Company's management as necessary or desirable. This structure also allows the Board to draw upon the skills and extensive experience of a Chairman, who can ensure that the other directors' attention is devoted to the issues of greatest importance to the Company and its stockholders, while permitting the Chief Executive Officer to continue to set the strategic direction and drive the ongoing business operations and finances of the Company, all in consultation with the Board of Directors.



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The following table sets forth basic information about the current structure of the Board including summary information for the nominees to the Board.

Name	Committee Memberships							Current Service on Other Public Company Boards
	Director Tenure	Independent	Audit Committee	Compensation Committee	Executive Committee	Nominating/Corporate Governance Committee	Pension Committee	
Martin H. Loeffler (Chairman)	Since 1987	X						
Ronald P. Badie**	Since 2004	X	X *		Chair		X	Nautilus, Inc.
Stanley L. Clark	Since 2005	X	X	X			Chair	
John D. Craig	Since 2017	X		X	X			
David P. Falck (Presiding Director)	Since 2013	X	X	X		Chair		