

Black Box Corporation Corporate Governance Guidelines

Introduction

These Corporate Governance Guidelines (the “Guidelines”) of Black Box Corporation (the “Company”) have been recommended for adoption by the Nominating & Governance Committee of the Board of Directors (the “Board”) of the Company and have been adopted by the Board. These Guidelines are to assist the Board in the exercise of its duties and responsibilities. These Guidelines are subject to, and must be interpreted in the context of, all applicable laws, including the Delaware General Corporation Law and the Certificate of Incorporation and By-laws of the Company. In the event of any conflict, applicable law shall control.

The Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally-binding obligations. The Guidelines may be modified, amended or repealed by the Board at any time as the Board may deem appropriate.

Director Independence

A substantial majority of the members of the Board shall qualify as independent directors under all appropriate tests as determined by the Board. Members of Board committees shall comply with all requirements for independence applicable to such committees. It is the sense of the Board that, absent compelling circumstances, all members of the Audit Committee, Compensation Committee and Nominating & Governance Committee of the Board shall be independent.

The Board shall undertake a regular review of director independence, generally not less frequently than annually. The Board shall consider all relevant factors in determining independence, including any material relationship with the Company. The Board considers a “material relationship” to be one that impairs or inhibits, or has the reasonable potential to impair or inhibit, a director’s exercise of disinterested judgment

on behalf of the Company and its stockholders. When assessing the “materiality” of a director’s relationship with the Company, the Board of Directors considers all relevant facts and circumstances not only from the standpoint of the individual director but also from the standpoint of the persons to whom the director is related and organizations with which the director is affiliated.

Board Leadership Structure

It is the sense of the Board that a separate CEO and Chairman of the Board is currently the most appropriate structure for the Company because it allows each person to focus on his or her respective roles. By retaining these separate roles, our CEO can focus attention solely on the strategic direction of the Company and the day-to-day leadership and performance of the Company, while the Chairman of our Board can focus attention on providing guidance to the CEO and presiding over meetings of the Board. The Board has adopted a resolution that the Chairman of the Board shall be an independent director under the applicable SEC and Nasdaq rules. The Board believes that this leadership structure enhances (i) the Board’s oversight of, and independence from, Company management, (ii) the ability of the Board to carry out its roles and responsibilities on behalf of the stockholders and (iii) overall corporate governance.

In the event that the Board determines that it is in the best interests of the Company that the positions of Chief Executive Officer and Chairman be held by the same person, the Board shall establish a Lead Independent Director to ensure that the Board serves in a capacity independent of Company management and that all independent directors have an independent leadership contact. The responsibilities of the Lead Independent Director shall be determined by the Board and may include:

- Chairing executive sessions of the independent directors conducted at each Board of Directors meeting;
- Acting as a liaison between the Board and the Chief Executive Officer;

- Supporting the Chairman in the setting of the agenda for Board meetings, based on input from other directors; and
- Chairing meetings of the Board in the absence of the Chairman.

Size of the Board

The Board does not believe that there are a “correct” number of directors for the Company. Instead, the Board, in accordance with the By-laws, will determine, from time to time, the appropriate number of directors.

Board Nominees/Vacancies

The Nominating & Governance Committee is responsible for making recommendations of potential Board members to the Board.

The Board is responsible for nominating members for election to the Board at meetings of the stockholders and for filling vacancies on the Board that may occur between such stockholders.

The Nominating & Governance Committee and Board consider the independence, experience relative to our business and the needs of our Board, diversity and the ability to represent our stockholders in evaluating potential nominees. Potential Board members should show a willingness to fully participate in Board meetings, a proven track record of career accomplishments, the ability to make sound judgments and leadership qualities.

Although the Company does not have a specific diversity policy as it relates to the evaluation of potential Board members, the Nominating & Governance Committee charter provides that the committee is to consider diversity when evaluating candidates. Accordingly, the Nominating & Governance Committee strives to identify potential Board members with a diverse array of talents, backgrounds and perspectives.

The Nominating & Governance Committee will consider stockholder proposals for nominees for election as directors in accordance with the Company’s Certificate of Incorporation and By-laws, and other applicable laws, including the rules and

regulations of the SEC and any stock market on which our stock is listed for trading or quotation. Generally, such recommendation must be made by a stockholder entitled to notice of, and to vote at, the meeting at which such proposed nominee is to be considered, and are required to be written and received by the Secretary of the Company within a prescribed time period prior to the annual or special meeting as provided by the Company's By-laws.

Outside Board Membership

The Company does not have a policy limiting the number of other public company boards upon which a director may sit. Independent directors should advise the Chairman in advance of accepting an invitation to serve on another public company board. Sitting on another public company's board should not create a conflict of interest or impair the director's ability to provide sufficient time to carry out his or her duties as a director of the Company. Management directors shall seek and obtain the approval of the Board before accepting an invitation to serve on a public company board.

Term Limits/Retirement Age

The Board has not established term limits or a retirement age. While term limits or a retirement age could help ensure that fresh ideas and viewpoints are available to the Board, they provide the disadvantage of losing the beneficial contribution of directors who have developed, over a period of time, increasing knowledge of, and insight into, the Company and its operations and who, therefore, could provide increasing contributions to the Board as a whole.

Change in Director Relationships

When a director's principal occupation or business association changes substantially during his or her tenure as a director, that director should notify the Chairman or Lead Director who shall consult with the Nominating & Governance

Committee. Following such consultation, the Nominating & Governance Committee will recommend to the Board the action, if any, to be taken with respect to such director.

Meetings of the Board

The Board meets regularly on previously determined dates. Board meetings are held at least quarterly. Each Board member is expected to attend Board meetings and meetings of the committees on which the director serves in person (for those meetings held in person).

Board Materials and Presentations

The agenda for each Board and Board committee meeting is provided in advance of the meeting, together with written materials on matters to be presented for consideration, for the directors' review prior to the meeting. As a general rule, written materials are provided in advance on all matters requiring Board action. Written materials should consist of concise summaries of the relevant information designed to provide a foundation for the Board's discussion of key issues in order to make the most efficient use of the Board's meeting time. Directors may request from the Company any additional information they believe to be necessary to perform their duties.

Executive Sessions of Independent Directors

Executive sessions of independent directors, consisting of all directors other than any directors who are employed by or officers of the Company, are held generally at each meeting of the Board. The Chairman or Lead Independent Director shall preside over these meetings.

Director Attendance at Annual Meeting of Stockholders

Directors are expected to attend the Annual Meeting of Stockholders.

Communications with Directors

Stockholders can communicate with our Board or individual directors by writing to the Company's Secretary at: Black Box Corporation, 1000 Park Drive, Lawrence, Pennsylvania 15055. Our Board believes that our annual meeting also is an appropriate forum for stockholder communications with our Board.

Code of Business Conduct and Ethics

The Board has approved and adopted a Code of Business Conduct and Ethics applicable to all directors, officers and employees of the Company and its subsidiaries (available at www.blackbox.com/ethics). In addition, the Company has adopted an additional Code of Ethics for Senior Financial Officers (available at <http://investor.blackbox.com/corporate-governance>). The Company will promptly disclose on its website (i) any amendments to or waivers of a director's or executive officer's compliance with the Code of Business Conduct and Ethics and (ii) any amendments to or waivers of the Code of Ethics for Senior Financial Officers.

Risk Management

Company management is responsible for the day-to-day management of the risks, while our Board, as a whole and through its committees, has responsibility for the oversight of risk management. No single Board committee is responsible for overall risk oversight. Rather, each Board committee should identify and assess Company risk, as appropriate, within its given area of responsibility, and any such identified risk should be reported to the Board as part of the governance process.

The Company's Internal Audit department shall conduct a risk assessment, generally annually, to identify the most significant risks to which the Company is subject. The results of this assessment should be compiled and reported to the Audit Committee. The Company's Internal Audit department shall make recommendations to the Audit Committee regarding remedial actions where necessary. The Audit

Committee shall report the results of the assessment, as well as any remediation of the material risks identified in the risk assessment, to the Board.

The Compensation Committee shall review, generally on an annual basis, the Company's compensation policies and practices in order to assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company. Generally, such process shall include a review of the Company's pay philosophy, program design, program governance and administration and mitigating factors that offset risk.

Review and Approval of Related Person Transactions/Conflicts of Interest

The Audit Committee is responsible for reviewing and, if appropriate, approving or ratifying all transactions between the Company and any related persons.

The Company's Code of Business Conduct and Ethics require that all directors, officers and employees refrain from activities that might involve a conflict of interest. Additionally, our Code provides that directors, officers and employees must openly and honestly handle any actual, apparent or potential conflict between that individual's personal and business relationships and our interests. Before making any investment, accepting any position or benefit, participating in any transaction or business arrangement or otherwise acting in a manner that creates or appears to create a conflict of interest, such person must make a full disclosure of all relevant facts and circumstances to, and obtain the prior written approval of, the Chief Financial Officer or General Counsel. The Chief Financial Officer and General Counsel make reports to the Audit Committee regarding compliance with the Code. Further, the Chief Financial Officer makes reports to the Audit Committee with respect to proposed related-party transactions for which that committee's approval would be required.

Compensation of Directors

The Board sets the level of compensation for directors, based on the recommendation of the Nominating & Governance Committee, and taking into account the impact of compensation on director independence. Directors who are also current employees of the Company receive no additional compensation for services as directors.

The Nominating & Governance Committee reviews periodically the amount and form of compensation paid to directors, taking into account the compensation paid to directors of other comparable companies. The committee may conduct its review with the assistance of outside consultants in the field of executive compensation.

Stock Retention Guidelines

To further achieve the objective of more closely aligning the interests of our non-employee directors with those of our stockholders, the Board has adopted stock retention guidelines for our non-employee directors requiring each of them to hold, until retirement, that number of shares with a value of three (3) times the amount of the annual non-employee director retainer, or \$250,000, whichever amount is higher. Any person who has been a non-employee director for less than five (5) years shall not be subject to these guidelines but it is the sense of the Board that any such non-employee director shall retain not less than 50% of the shares received by such non-employee director from any equity grant(s) made to such non-employee director by the Company.

Review of Guidelines/Posting

The Nominating & Governance Committee shall review, generally annually, these Guidelines and shall make any recommendations for change to the Board, as it may deem necessary or appropriate.

These Guidelines shall be available on the Company's website.