



ADC TELECOMMUNICATIONS, INC.

BOARD OF DIRECTORS

PRINCIPLES OF
CORPORATE GOVERNANCE

With approved revisions as of July 21, 2008

ADC TELECOMMUNICATIONS, INC.

PRINCIPLES OF CORPORATE GOVERNANCE

Purpose and Nature

This Statement has been adopted by the Board of Directors of ADC Telecommunications, Inc., (the "Board") as a statement of the principles of governance by which the Board will manage its affairs. This Statement was originally adopted on February 25, 1997, and now reflects all amendments approved through July 22, 2008, as the Board continues to monitor developments in the area of corporate governance.

This Statement reflects the Board's commitment to sound corporate governance practices and to monitor the effectiveness of Board conduct and decision-making on a regular basis. Our Board believes that these principles will enhance our ability to achieve the Company's goals, govern the Company with high standards of integrity and increase shareowner value.

Board Membership

1. Number of Directors; Majority Independent

The number of members of our Board of Directors of the Company shall be reviewed periodically by our Governance Committee and will be subject to adjustment in accordance with our Articles of Incorporation and Bylaws. A majority of our Directors shall meet the definition of "independent directors" within the meaning of the applicable rules of the Stock Market or other exchange on which the Company's securities are listed. The Governance Committee will annually review the independence requirements on an annual basis.

2. Selection of New Director Candidates

Our Governance Committee is responsible for nominating candidates to the Board and for filling vacancies on the Board that may occur between annual meetings of shareowners. All candidates so appointed by the Board shall stand for election by the shareowners in accordance with our Articles of Incorporation and Bylaws. The Governance Committee is responsible for identifying, screening, and recommending candidates to the entire Board for Board membership.

3. Director Candidate Criteria

Each director shall have the ability to apply good business judgment and must be able to exercise his or her duties of loyalty and care. Candidates for the position of director should exhibit proven leadership capabilities, high integrity, exercise high level responsibilities within their chosen careers, and have an ability to quickly grasp complex principles of business, finance, international transactions, and communication technologies. In general, candidates will be preferred who hold an established executive level position in business, finance, law, education, research or government.

4. Extending an Invitation

The invitation to join the Board is to be extended by the Board, acting through the Board Chair or the Chair of the Governance Committee.

5. Changes in Principal Position or Responsibility

Any director who is employed by the Company will submit to the Board Chair and Governance Committee Chair a written resignation as a director of the Board upon the termination of employment (for any reason) with the Company.

An non-employee director who experiences a material change in his or her principal employment or professional position at any time after being elected to the Board shall offer to resign from the Board. The Board will review any such offer of resignation, and may by majority vote request that the offer to resign be withdrawn, if it deems the continued service of such individual to be in the best interests of the Company and its shareowners.

6. Term Limitations, Retirement and Other Directorships

Membership on the Board is not subject to term limits other than mandatory retirement. We believe that term limits could be a disadvantage because of the potential loss of contribution by directors who have developed increasing insight into the Company and its operations.

A director must resign from the Board effective at the time of the next annual meeting of the Company's shareowners after having attained the age of 70.

An ADC director who is not currently serving as a CEO or other senior executive of a publicly held company shall not serve on the Board of Directors for more than six (6) publicly held companies (inclusive of the ADC Board). An ADC director who is currently serving as the CEO or other senior executive of a publicly held company, shall not serve on the Board of Directors of more two (2) publicly held companies other than the Board of the Company where they also serve as a senior executive. For these purposes, the role of non-executive chairman is not deemed to be service as a senior executive of a company.

7. Stock Ownership

Directors are encouraged to own stock of the Company to align more closely their interest with those of the shareowners in general. Such holdings should be considered long-term investments, and short-term investments in the Company's stock are discouraged. The Compensation Committee shall administer guidelines for Company stock ownership by the ADC Directors.

Functioning of the Board

1. Board Chairman, Independent Lead Director and Chief Executive Officer Positions

Consistent with our Bylaws, the Chairman of the Company's Board is elected by our Board of Directors and presides at meetings of the Board. The Company's Chief Executive Officer is also designated by our Board of Directors. At the present time, our Board has determined that our Chief Executive Officer shall also serve as the Chairman of the Board and that we shall have an Independent Lead Director, who shall be appointed by the

independent directors on the Board to serve in the Independent Lead Director role for a minimum term of one-year. If circumstances change in the future, the roles of Chief Executive Officer and Chairman of the Board may be separated, if deemed appropriate by the Board at that time.

The Chairman presides at all meetings of the Board (other than executive sessions of the independent directors) and all meetings of the Shareowners. The Chairman also provides general leadership in the affairs of the Board. The Independent Lead Director presides at all meetings of the Board where the Chairman is not present, including executive sessions of the independent directors of the Board. The Independent Lead Director also provides general leadership of the affairs of the independent directors. The Governance Committee shall develop for Board approval a more detailed description of the roles of the Executive Chairman and the Independent Lead Director. A comparison of the Board approved position descriptions shall be made publicly available.

The Chief Executive Officer, under the direction and oversight of our Board, manages the business and affairs of the Company. The Chief Executive Officer ensures the directives and policies adopted by the Board are carried out and fulfills the responsibilities of the office set forth in our Bylaws.

2. Frequency of Board Meetings

A minimum of five regular meetings of the Board are held each year. Additional meetings will be held as needed and shall be called in accordance with our Bylaws. At least one meeting per year may be an extended meeting focusing on long-range strategies of the Company or Board governance matters.

3. Agenda Items for Board Meetings

Each meeting may include regular items of business as well as special items that may require consideration by the Board. The Secretary assists the Board Chair with the development of the agenda for each meeting. Individual directors are encouraged to suggest additional topics for inclusion on the agenda.

4. Board Materials Distributed in Advance

In advance of each meeting, information important to the Board's understanding of issues scheduled for discussion at the ensuing Board meeting are distributed in writing to the Board through the Company's Secretary. Those responsible for preparing such information shall see that this material is concise, while still providing the information necessary to ensure an informed judgment can be reached. To the extent practicable, our goal is to deliver the information at least four days prior to each meeting.

5. Attendance at Board and Committee Meetings

Each of our directors is expected to make every reasonable effort to participate in all meetings of the Board and shareowners. The Secretary of the Company also attends each meeting of the Board and its Committees and serves as the Board Secretary. Appropriate officers of the Company may be invited by the Board Chair, Committee Chair or Chief Executive Officer to attend the general session of the regular meetings of the Board. The Board encourages Management to bring managers into Board and Committee meetings from time to time who: (a) can provide additional insight on items being discussed, or (b) have potential for additional leadership responsibilities.

Proxy materials of the Company prepared in connection with the annual meeting of the shareowners must identify each director who attends less than 75% of the total number of Board and applicable Committee meetings (in person or by telephone) held during the preceding fiscal year.

6. Executive Sessions of Independent Directors

Our independent directors shall meet regularly in an executive session for such purposes as they deem appropriate. The Independent Lead Director shall preside at such sessions. In the absence of Independent Lead Director, the Chair of the Governance Committee shall preside at executive session of the Board.

7. Matters for Board Consideration

In addition to matters requiring specific approval, the Board receives and considers regular reports regarding the long-term strategy, business operations, financial condition and other affairs of the Company and provides advice and counsel to management regarding such topics. Periodically, the Board establishes standards for transactions and commitments that require Board approval. Examples of this include the annual operating plan for the Company and significant transactions not in the ordinary course of business or any matter requiring approval under the Company's Articles of Incorporation or Bylaws or applicable laws, rules or regulation. Our Committee Charters also specify certain matters requiring review and approval by the Committees.

8. Board Access to Management

Our Board members have complete access to management and all information regarding the business or the affairs of the Company. It is assumed that Board members will use judgment to assure this contact is not distracting to the business operation of the Company, and that such contact, if in writing, be copied to the Chief Executive Officer and the Board Chair.

9. Evaluation of the Chief Executive Officer

The Governance Committee will evaluate the performance and effectiveness of the Chief Executive Officer annually, based on objective criteria, which includes performance of the business, accomplishment of long-term strategic objectives, and management development, and will report its findings and recommendations to the full Board. The Chair of the Compensation Committee shall participate in the performance evaluation with the Governance Committee. The results of this evaluation will be reported to the Board in an executive session of independent directors.

10. Succession Planning; Management Development; Human Resource Strategy

The Chief Executive Officer will present an annual report to the Board regarding succession planning, senior executive evaluation and development and the Company's human resource strategy. The Board, in its discretion, may receive this report through the Governance Committee.

11. Board Communication with Stakeholders

Our Board believes that management should speak on behalf of the Company to parties such as investors, media, customers, suppliers, employees and other constituents. From time to time, individual directors may be requested by management to meet or otherwise communicate with various constituencies involved with the Company. In addition, the Board and its Committees shall issue reports directly to the Company shareowners, as the Board deems appropriate. Examples of this include annual reports of the Compensation and Audit Committees in connection with the Company's annual proxy statement.

12. Code of Business Conduct

Our Company has adopted a Code of Business Conduct, which makes clear our standards of high integrity and ethical behavior as well as the requirement of compliance with all applicable laws in the conduct of the Company's business.

13. Assessing the Board's Effectiveness

The Governance Committee of the Board is responsible for facilitating the Board's assessment of its effectiveness on an annual basis. The assessment addresses the Board's contribution as a whole to the success of the Company, and specifically reviews areas in which the Board and/or Management believe a better contribution could be made. The annual assessment may also serve as a basis for the addition, modification or deletion of Board policies and/or practices.

Committees of the Board

1. Number of Committees

The Committees of the Board are the Audit Committee, the Compensation Committee, the Governance Committee and the Finance and Strategic Planning Committee. From time to time, the Board may establish other Committees, as it deems appropriate.

2. Committee Governance

Each Committee will consist of at least three directors. The Governance, Audit and Compensation Committees will be comprised solely of independent directors. Our Board has adopted charters for each of the four Committees listed above. Any new committees that may be formed will have a charter recommended by that Committee and ultimately approved by the Board.

3. Committee Membership

The Board will appoint all members of its various committees upon consideration of recommendations from the Governance Committee. This generally will be done at the Board's annual organization meeting, held at the time of the annual meeting of the Company's shareowners, and at such other times as necessary to fill vacancies or to make assignments for new members of the Board. An independent director will chair each Committee.

4. Committee Rotation

It is the intent of the Board that Committee members and Committee Chairs will be rotated from time-to-time. However, the foregoing principle of rotation should not be used to

deprive the Board or any Committee of critical expertise possessed by individual directors and will be subject to Committee rules regarding independence.

5. Committee Meetings

Each Committee charter specifies a minimum number of Committee meetings to be held each year. Our Committee Chairs, in consultation with management and other Committee members, will determine the frequency and length of any additional meetings of the Committee. Each Committee will meet at least as often as is deemed necessary or appropriate by the Committee Chair in order to fulfill the responsibilities of the Committee and facilitate and promote the on-going business of the Company.

The regularly scheduled meeting dates will be published annually in advance of each fiscal year. To the extent practicable, the Committees will meet at a time corresponding to regular meetings of the full Board, so as to accommodate to the extent feasible or practicable the travel and other schedule requirements of directors.

Committee Chairs provide a report to the full Board of the activities and decisions and recommendations of the Committee.

6. Agenda

The Chair of each Committee, in consultation with members of management and staff, will develop the Committee's agenda. Individual Committee members are also encouraged to suggest additional topics for inclusion on the agenda.

Independent Advisors/Support of the Board

1. Professional Consultants

The Board and the Committees of the Board are each authorized to retain independent attorneys, consultants or other independent persons to provide advice and assistance as the Board or any Committee of the Board deems appropriate.

2. Independent Auditors

The Directors shall nominate the Company's independent auditors to the shareowners for approval at each annual meeting of shareowners.

The lead audit partner of the Company's independent auditor shall be rotated at least every five years.

3. Management Support of the Board

Management of the Company will also assist the Board and the Committees of the Board with their functions by providing information, recommendations or other support as needed or requested.

Construction of this Statement

These principles of corporate governance are intended to be supplemental to the Company's Articles of Incorporation and Bylaws and applicable laws, rules and regulations binding upon the Company or the Board. In the event of any inconsistency, the provisions of the Company's Articles of Incorporation and Bylaws and applicable laws rules and regulations binding upon the Company or the Board shall supersede the provisions of this Statement.

This Statement replaces all previous Board policies and practices on the same subject matter, and will be reviewed and modified from time to time by the Board, as it deems appropriate.