



BELDEN INC. CORPORATE GOVERNANCE GUIDELINES

The Board of Belden has developed the following corporate governance guidelines, which, along with the charters and key practices of the Board committees, provide the basis for the governance of Belden. In light of the New York Stock Exchange rules, and the current debate surrounding corporate governance, the Board will review these guidelines and other aspects of Belden governance, periodically, and change them when appropriate. In so doing, the Board will strive to exceed applicable requirements and follow best governance practices as they may develop.

- 1. Role of Board.** Belden's business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer (CEO) and oversight of the Board. The Board's primary purpose is to preserve and enhance the long-term value of the Company for its shareholders.
- 2. Board Size and Function.** The Board should be small enough to permit all directors to participate in thorough discussions of important issues, yet large enough to provide a sufficient variety of views and talents. The Board believes these objectives are fulfilled by its current size of seven members. As the Company's scope and size of operations change, the Board will periodically review whether to change its number. The Board has four scheduled meetings a year at which it reviews and discusses reports by management on the Company's performance, its plans and prospects, and the immediate issues facing the Company. Additionally, the Board will have special meetings when appropriate. Directors are expected to attend all scheduled Board and committee meetings.
- 3. Number, Composition and Type of Committees.** The Board has three committees – an Audit Committee, a Compensation Committee, and a Governance and Nominating Committee. The committee charters are published on Belden's website. The committee chairs report the highlights of their meetings to the full Board following each meeting of the respective committees. The Board is responsible through the Governance and Nominating Committee for the appointment of committee members and committee chairpersons according to criteria that it determines to be in the best interest of the Company and its shareholders.
- 4. Selection of Board Members.** The Board is divided into three groups; each director stands for election by the shareholders every three years, except as noted below. Each year, the Governance and Nominating Committee recommends to the Board approval of a slate of directors who will be considered for election by the shareholders at the annual meeting. The Board's recommendations are based on its determination (using advice and information supplied by the Governance and Nominating Committee) that each nominee is suitable to serve as director,

taking into account the membership criteria noted below. The Board may fill vacancies in existing or new director positions. Directors so elected by the Board serve only until the next election of the class of directors to which such director is assigned.

5. **Board Membership Criteria.** Directors should be selected based on talent, experience, and accomplishment. Ideally, the Board will reflect diversity of occupational, professional, and personal background. In addition to general management experience, persons with backgrounds in areas such as engineering, finance and accounting, human resources, law, manufacturing, marketing, research and development, or other disciplines relevant to Belden's needs may be considered for Board membership. Directors also should possess the highest personal and professional ethics and should be committed to representing the interest of the shareholders. Directors must be willing to devote sufficient time to carrying out their duties effectively.
6. **Board Independence.** Six of the seven members of the Board are not employed by Belden and are independent of management; the other member is the Chairman of the Board and CEO. Under the proposed New York Stock Exchange (NYSE) rules, to be considered independent, the Board must determine that a director does not have any direct or indirect material relationship with Belden. The Company believes that the six non-employee directors meet the proposed NYSE standard. Once the NYSE issues a final rule on board independence, the Board will assess whether the six non-management members meet the standard. The Board is committed to having the six non-management members meet the NYSE standard at all times.
7. **Access to Management and Independent Advisors.** The Board and its committees shall have the right at any time to retain independent outside financial, legal, or other advisors. The Board has access to Company senior management and is encouraged to ask all questions and glean all information necessary to fulfill their duties. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the board to have a full understanding of matters being considered.
8. **Director Orientation.** The general counsel and the chief financial officer shall be responsible for providing an orientation for new directors, and for periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties. Directors (newly-elected and current) are encouraged to take field trips to the Company's facilities to meet employees and to learn more about Company operations.
9. **Term Limits.** The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the

operations and future of the Company based on their experience with and understanding of the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines.

10. **Retirement Policy.** The Board believes 70 is an appropriate retirement age for directors.
11. **Directors with Significant Job Changes.** Any director who changes employment or has a substantial change in professional responsibilities will immediately bring such change to the attention of the Chairman. If the new position or activity of the affected director is no longer compatible with the needs of the Company or fails to meet the criteria for Board membership, the director shall offer his resignation from the Board. Each case will be reviewed on an individual basis and sufficient time shall be allowed for the affected director to complete the transition to a new position before action is taken on continuing membership on the Board.
12. **Selection of CEO and Chairman.** The Board selects the Company's CEO and elects the Chairman in the manner that it determines to be in the best interests of the shareholders.
13. **No Specific Limitation on Other Board Service.** The Board does not believe that its members should be prohibited from serving on boards or committees of other organizations, and the Board has not adopted any guidelines limiting such activities. However, the Governance and Nominating Committee and the full Board will take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors for new or existing positions and making its recommendations to the shareholders. Service on boards or committees of other organizations should be consistent with the Company's conflict of interest policies and should not impair the director's service on Belden's Board.
14. **Board Meetings.** The Chairman of the Board and CEO, in consultation with other members of the Board, will set the agenda for each Board meeting, and will distribute the agenda in advance so each director can provide input. All information and data that is relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting are distributed to all members in advance of the meeting. In preparing this information, management is expected to ensure that the materials are concise but sufficient to enable directors to make informed decisions.
15. **Executive Sessions of Independent Directors.** The independent directors will meet periodically in executive session, i.e., without the Chairman (if employed by the Company) and CEO or management present. Executive sessions of the

independent directors will be called and chaired by the chairperson of the Governance and Nominating Committee.

- 16. Annual CEO Evaluation.** The Compensation Committee with input from other members of the Board shall conduct a review annually of the performance of the CEO. The independent directors will establish the evaluation process and determine the specific criteria on which the performance of the CEO is evaluated.
- 17. Succession Planning.** The Board shall review and approve a succession plan for the CEO and senior executives, based upon recommendations from the Compensation Committee.
- 18. Board Self-Evaluation.** The Board and each of the committees will perform an annual self-evaluation. As part of this process, directors will be requested to provide their assessments of the effectiveness of the Board and the committees on which they serve. The individual assessments will be organized and summarized for discussion with the Board and the committees at the next regular Board and committee meetings after completion of the evaluations.
- 19. Board Compensation Review.** The Compensation Committee shall have the responsibility for recommending to the Board compensation for non-employee directors. In fulfilling this duty, the committee will focus on two goals: compensation should fairly pay directors for work required in a company of Belden's size and scope; and compensation should align directors' interest with the long-term interests of shareholders.
- 20. Contacting the Board.** Anyone who has a concern about Belden's conduct, may express that concern directly to the appropriate Board Committee. Any concerns involving accounting, internal accounting controls, or auditing matters will be directed to the Audit Committee. Such communications may be confidential or anonymous, and may be e-mailed, submitted in writing to a special address, or reported by a toll-free phone number, all of which will be published on Belden's website. Such concerns will be forwarded to the appropriate directors for their review, and will be simultaneously reviewed and addressed by Belden's ombudsman in the same way that other concerns are addressed by the company. The status of all outstanding concerns addressed to the presiding director or the Chair of the audit committee will be reported to the directors on a quarterly basis.