

SCIENTIFIC-ATLANTA, INC. BOARD CORPORATE GOVERNANCE GUIDELINES

Purpose

The Board of Directors of Scientific-Atlanta, Inc. (the “Company”) and its committees shall take appropriate actions to set the overall corporate tone for ethical behavior, sound business practices and quality financial reporting. The Board shall engage in active, independent and informed oversight of the Company’s business and affairs, including its senior management. In order to improve the effectiveness of such oversight, the Board has adopted these corporate governance guidelines to establish and preserve the independence and objectivity of directors by eliminating conflicts of interest and undue influence or control by management of the Company, and to provide directors with timely and sufficient information and analysis necessary to the discharge of their oversight responsibilities.

Qualification Standards

The Board shall review from time to time the skills, experience and characteristics of the current Board members and the needs of the Board and its committees to carry out their functions effectively. In evaluating the suitability of individual Board members, the Board considers many factors, including integrity, character, mature judgment, independence, financial literacy, experience with similar companies and understanding of the Company’s business. The Board believes that its membership should reflect a diversity of experience, gender, race, ethnicity and age.

Independence. The Board shall consider the rules and regulations relating to director independence of the Securities and Exchange Commission (“SEC”) and The New York Stock Exchange (“NYSE”), and other non-employee director requirements, when appointing a new director or filling committee assignments. At least a majority of the Board will at all times be comprised of directors who meet the criteria for independence required by the NYSE and the SEC.

Change In Corporate Affiliations. Directors who change the primary job responsibility they had when last elected to the Board should notify the Governance and Nominations Committee (the “Governance Committee”) so that the Governance Committee and the Board can determine, on a case-by-case basis, whether their Board membership would continue to be free from conflict of interest and is otherwise appropriate and whether current committee assignments are appropriate given the change.

Mandatory Retirement. The Board believes that it is in the best interest of the Company if as a matter of normal practice Directors do not serve beyond the age of 72. The Board’s policy is that no person who would be over the age of 69 at the time of the meeting at which such person would be elected will be recommended for election or re-election to the Board. In special and unusual cases, the Governance Committee may make exceptions to this retirement policy. Other than this retirement policy, the Board does not believe it should limit the number of terms for which an individual may serve as a director because directors who have served on the Board for

an extended period of time are able to provide valuable insight into the Company's operations and prospects based on their experience with the Company.

Director Responsibilities

In addition to providing oversight and strategic guidance to the Company's senior management, the Board shall perform a number of specific functions, including, but not limited to:

1. Selecting, evaluating and compensating the CEO and overseeing CEO succession planning;
2. Annually appointing the Company's corporate officers and providing counsel on the evaluation, development and compensation of senior management;
3. Reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
4. Reviewing and monitoring the Company's financial objectives, strategic plans and significant actions, including significant capital allocations and expenditures;
5. Assessing corporate performance and operating results against the Company's strategic business plans and understanding the assumptions upon which these plans are based;
6. Annually reviewing one-year operating plan that reflects strategic milestones;
7. Assessing major risks facing the Company and reviewing options for their mitigation;
8. Reviewing the Company's dividend policy on a quarterly basis;
9. Ensure the ethical behavior and legal and regulatory compliance of the Company; and
10. Ensuring governance processes are in place for maintaining the integrity of the Company's financial statements, the integrity of compliance with law and ethics, the integrity of relationships with customers and suppliers, and the integrity of relationships with shareholders and other stakeholders.

Code of Conduct. Each director shall maintain the Company's standards of conduct and integrity, including complying with the Company's Code of Conduct. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Governance Committee. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests.

Attendance. The Board has five regularly scheduled meetings a year at which it reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. The chair of the Board and of each committee has the flexibility to call a special meeting in his discretion. Each director is expected to commit the time necessary to prepare for, attend (in person or telephonically) and actively participate in regular and special meetings of the Board and committees on which they serve as needed to

properly discharge his Board responsibilities. The chair of the Governance Committee may call executive sessions of non-management directors as necessary to promote open communications among non-management directors. The Board has not adopted a policy limiting the number of boards on which a director may sit, but directors should take into consideration the time commitment for service on the Company's Board when deciding to sit on a new board.

Advance Review of Meeting Materials. Information and data which are important to the Board's understanding of the business and proposed Board actions will be distributed in writing to the Board before the Board meets. Management will make every attempt to provide concise, relevant pre-meeting materials.

Director Orientation and Continuing Education. The Company's general counsel, vice president of human resources, chief compliance officer and chief financial officer shall be responsible for providing orientation materials for new directors, and for periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties.

Director Evaluation. The Board shall conduct a self-evaluation periodically (and at least as often as required by applicable SEC and NYSE rules) to determine whether it and its committees are functioning effectively.

Director Compensation

The Governance Committee shall have responsibility for recommending to the Board compensation and benefits for non-employee directors. In discharging this duty, the Governance Committee shall be guided by the following goals:

- compensation should fairly pay directors for work required in a company similar size and scope of the Company;
- the structure of the compensation should be simple, transparent and easy for shareholders to understand;
- compensation should align directors' interests with the long-term interests of shareholders; and
- the Board's policy that each director should hold Company stock at a level of three times the annual retainer for outside directors.

The Governance Committee shall review on an annual basis the form and amount of director compensation and benefits, including the annual retainer fee, the retainer fee for committee chairs, the annual stock award, the annual retirement award and the annual option grant.

Board Committees

The Board has the following standing committees:

- The Audit Committee, which selects the Company's independent auditors, evaluates the audit services and the Company's financial, accounting and audit policies, functions and systems, and approves the engagement of independent auditors to provide non-audit services;

- The Executive Committee, which acts for the Board between meetings, subject to certain limitations;
- The Governance and Nominations Committee, which considers nominations for directors, provides oversight of Board governance (including issues concerning size, committee structure, membership and compensation of the Board), ensures the ethical behavior and legal and regulatory compliance of the Company and ensures that governance processes are in place for maintaining the integrity of the Company's financial statements and the integrity of relationships with customers, suppliers shareholders and other stakeholders;
- The Human Resources and Compensation Committee ("HRCC"), which makes determinations as to the compensation and benefits to be paid to the Company's officers and key employees; and
- The Pension Committee, which monitors the Company's qualified retirement plans to determine whether they are adequately funded and that funds are properly invested, reviews the performance of firms which provide investment advice and services to the Company on pension investment matters, and reviews material changes to the Company's retirement plans.

The Board has the flexibility to form a new committee or subcommittee, or disband a current committee or subcommittee, at any time depending upon the circumstances and subject to the Georgia Business Corporation Code, SEC rules and regulations, NYSE listed company rules, Internal Revenue Code ("IRC") requirements, and any other regulatory requirements. In addition, the Board shall consider applicable SEC, NYSE and IRC requirements when filling committee assignments with independent, non-employee directors as appropriate. The Governance Committee annually reviews the members of the Board committees and rotates committee chairs and members as appropriate to ensure that the committees are functioning properly and are productive.

Board Relationship with Management and Access to Independent Advisors

CEO Selection and Succession Planning. The Board selects the Company's CEO and Chairman in a manner that it determines to be in the best interests of the Company's stakeholders. The HRCC reviews the CEO's performance on an annual basis and determines the specific criteria on which CEO performance is evaluated. The Governance Committee periodically reviews the Company's policies regarding management succession in the event of an emergency or retirement of the CEO.

Access to Senior Management. Board members shall have full and free access to the officers, employees and the books and records of the Company. The CEO will, as appropriate, invite senior managers to attend Board meetings.

Access to Independent Advisors. The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors. In addition, the Company's Vice President of Internal Audit and Vice President and Chief Compliance Officer each have a direct reporting line to the Audit Committee.

Management and Outside Boards. The primary obligation of the CEO is to the Company, but it is recognized that service by the CEO on outside boards can be beneficial. Prior to accepting a new outside director position, the CEO shall discuss the outside board position with the Board. In addition, all outside board positions of the Company's corporate officers must be approved by the Governance Committee. Except as approved by the Governance Committee, corporate officers shall not serve on more than two SEC reporting companies.

Management Stock Ownership. In order to align the interests of officers and shareholders, executive officers of the Company are encouraged to hold Company stock at a level of one times their annual salary and three times annual salary in the case of the CEO.