

**CHARTER OF THE AUDIT COMMITTEE OF THE
BOARD OF DIRECTORS OF BLACK BOX CORPORATION
ADOPTED AS OF JUNE 25, 2004
(as amended through November 4, 2008)**

I. PURPOSE AND AUTHORITY OF THE COMMITTEE

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of Black Box Corporation ("Black Box" or the "Company") shall oversee the Company's discharge of its financial reporting obligations and its relationship with the Company's independent auditors, and it shall assist the Board in fulfilling its fiduciary obligations with respect to the financial reporting, accounting, internal control and auditing functions of the Company and its subsidiaries. The Committee shall also have responsibility for reviewing compliance with the Company's Code of Ethics.

The Committee shall provide an avenue for open communications between and among the Board, the independent auditors, management and counsel to the Company as their duties relate to financial reporting, accounting and internal controls.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of not less than three directors, appointed by the Board, each of whom qualifies as an independent director under the independence standards set forth in Securities and Exchange Commission ("SEC") Rule 10A-3 promulgated under the Securities Exchange Act of 1934 (the "Exchange Act") and satisfies all other requirements applicable to audit committee members under applicable Nasdaq Stock Market ("NASDAQ") rules, as then in effect, and SEC rules and regulations. Each Committee member shall be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. At least one member shall have "financial

sophistication” within the meaning of NASDAQ requirements. It is the intention of the Board that at least one member of the Committee satisfy the definition of an “audit committee financial expert” under SEC rules and regulations. No member of the Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the prior three years.

The members of the Committee shall be appointed annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of the Company’s stockholders. The Committee shall, by majority vote of the appointed Committee members, appoint one of the appointed members as Committee Chair. Vacancies on the Committee shall be filled by majority vote of the Board at the next Board meeting following the occurrence of the vacancy or as soon as practicable thereafter. A vacancy in the position of Committee Chair shall be filled by majority vote of the Committee at the next Committee meeting following the occurrence of the vacancy or as soon as practicable thereafter. No member of the Committee shall be removed except by majority vote of the independent directors then in office.

No member of the Committee may receive, directly or indirectly, any compensation or consulting or advisory fee from the Company, other than director’s fees (including any additional amounts paid to the chair of committees and to members of committees of the Board), except as may otherwise be permitted under the Sarbanes-Oxley Act, the rules of NASDAQ, as then in effect, and applicable SEC rules and regulations, nor may any member of the Committee be an “affiliated person” of the Company or any subsidiary thereof, within the meaning of SEC Rule 10A-3 under the Exchange Act.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall fix its own rules of procedure, which shall be consistent with the By-laws of the Company and this charter. The Committee is to meet at least once each fiscal quarter or more frequently as the Committee deems necessary. Members of the Committee shall strive to be present at all meetings.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority within the scope of the Committee's authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or Team Members of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meetings of the Committee to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall report its deliberations at the next meeting of the Board, including a description of all actions taken by the Committee at the meeting and an identification of any matters that require action by the Board. The Committee shall keep written minutes of its meetings, which minutes shall be reviewed

and approved by the Committee at its next succeeding meeting and shall thereafter be maintained with the books and records of the Company.

IV. DUTIES OF THE COMMITTEE

The Committee shall have the following duties and responsibilities:

1. The Committee shall have sole authority and direct responsibility over the selection of the Company's independent auditors, subject to stockholder ratification if the Committee so elects. The Committee shall also have sole authority and direct responsibility over the evaluation, retention and replacement (as the Committee may deem appropriate) of the independent auditors and for determining the compensation and other terms of engagement of such independent auditors. The Committee shall review the selection, performance and compensation of the Company's independent auditors on an annual basis and consider periodic rotation of the independent audit firm.
2. The Committee shall receive a written statement from the auditors delineating all relationships between the auditors and the Company as contemplated by Rule 3526 of the Public Company Accounting Oversight Board, or any successor rule or standard. It shall discuss with the auditors any disclosed relationship as well as the auditors' independence from management and the Company, and it shall take, or recommend that the Board take, any appropriate action to ensure the auditors' independence.
3. The Committee shall discuss with the independent auditors the overall scope and plans for their audit, including the adequacy of staffing and compensation.

4. The Committee shall review and evaluate the performance of the lead audit partner and ensure the periodic rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit.
5. The Committee shall pre-approve all audit services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditors, subject to any de minimis exceptions for non-audit services that are authorized by law and approved by the Committee prior to the completion of the audit. The Committee shall consider whether the Company's independent auditors' provision of any permitted non-audit services is compatible with their independence.
6. The Committee shall oversee the work of the independent auditors and shall resolve any disputes between management and the independent auditors concerning financial reporting or accounting matters.
7. The Committee shall review, with management and the independent auditors, the following:
 - prior to their public release, the Company's annual and quarterly financial results;
 - prior to the filing of each of the Company's Quarterly Reports on Form 10-Q ("Form 10-Q"), the Company's quarterly financial statements together with the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing

standards; the Committee Chair may represent the entire Committee for the purposes of this review;

- the financial statements to be included in the Company's Annual Report on Form 10-K ("Form 10-K") (or the annual report to stockholders if distributed prior to the filing of Form 10-K), including disclosures made in management's discussion and analysis, and it shall recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K; and
- the results of the annual audit, including material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences, the adequacy and effectiveness of the Company's accounting and financial controls, significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.

8. The Committee shall review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and the Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other Team Members who have a significant role in the Company's internal controls.

9. The Committee shall establish, review and oversee the implementation of the Committee's procedures for the receipt, retention and treatment of reported complaints and concerns regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by Team Members of concerns regarding questionable accounting or auditing matters.
10. Obtain periodic reports from the Company's General Counsel regarding the Company's Code of Ethics and the implementation of its procedures and any reported violations thereof.
11. Conduct a review of any proposed related party transactions, all of which shall be reported to the Committee by the Chief Financial Officer, for potential conflict of interest situations on an ongoing basis. All such related party transactions shall be subject to approval by the Committee.

The Company shall provide the necessary funding for the compensation of the Company's independent auditors engaged for the purpose of rendering an audit report on the Company's annual financial statements and for any related work or other audit, review or attest services for the Company that the Committee has authorized.

The Committee may conduct or authorize investigations into or studies of any matter or activity involving the financial reporting, accounting practices or internal controls of the Company, the audit of the Company's financial statements, any violations of the Company's Code of Ethics or any other matter within the scope of the Committee's responsibility. All Team Members shall cooperate with respect thereto as requested by the Committee or its authorized representatives.

The Committee may retain, at the Company's expense, or terminate such independent counsel, accountants, consultants or other advisors as it deems necessary to assist the Committee in the discharge of its responsibilities hereunder or in the conduct of any investigation it has authorized, and the Committee shall have sole authority to approve the fees, expenses and other retention terms for any and all such advisors.

V. EVALUATION OF THE CHARTER

The Committee shall periodically, and at least annually, evaluate this charter. The Committee shall report to the Board the results of its evaluation, including any recommended amendments to this charter and any recommended changes to the Company's or the Board's policies or procedures.