

**CHARTER OF THE COMPENSATION 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 Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Black Box Corporation ("Black Box" or the "Company") shall evaluate and recommend to the Board, as appropriate, the compensation philosophy and practices of the Company with respect to its Executive Officers (as such term is defined in the rules and regulations of the Securities and Exchange Commission ("SEC")) to be the Company's chief executive officer, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function or any other person who performs similar policy making functions for the Company), administer the Company's incentive plans and perform any other responsibilities vested in it pursuant to this charter.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of not less than three directors, appointed by the Board, each of whom qualifies as (a) an independent director under applicable Nasdaq Stock Market ("NASDAQ") rules, as then in effect, and any applicable SEC rules or regulations, exclusive in each instance of any independence rules applicable solely to audit committee members, (b) an outside director for the purposes of Section 162(m) of the Internal Revenue Code and (c) a non-employee director within the meaning of SEC Rule 16b-3 promulgated under the Securities Exchange Act of 1934.

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, by majority vote of the appointed Committee members, shall 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.

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 shall meet at least two times each year and as many other times 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 applicable 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 meeting 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 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. Provide to the Board, on an annual basis, its recommendation as to the total compensation of the Chief Executive Officer based upon (1) an evaluation of the objectives and performance of the Chief Executive Officer, taking into account the Company's short-term and long-term goals and performance, (2) competitive market data and (3) the Company's overall compensation philosophy. The Chief Executive Officer shall not be

present during any part of the Committee's, or the Board's, deliberations concerning or vote on his or her compensation.

2. Provide to the Board, on an annual basis, its recommendation as to the total compensation of the Executive Officers, other than the Chief Executive Officer, based upon (1) an evaluation of the objectives and performance of the Executive Officer, taking into account the Company's short-term and long-term goals and performance, (2) competitive market data and (3) the Company's overall compensation philosophy.
3. Administer the Company's 1992 Stock Option Plan, as amended, 1992 Director Stock Option Plan, as amended, and 2008 Long-Term Incentive Plan, or any successor plans (the "Incentive Plans"). Review and approve any awards under any deferred compensation, stock option or other long-term incentive plan the Company may establish from time to time and approve any proposed amendments to any such plan (including the Incentive Plans), subject to any required stockholder approval of such proposed amendment. The Committee shall have the sole authority to grant equity awards and to determine the size and other terms of any such awards in accordance with the relevant plans. The Committee shall approve option grants or other awards under the Incentive Plans ("other Awards") to the Chief Executive Officer and to all other Executive Officers only after any such option grants or other Awards are reviewed by all non-employee directors in the context of their assessment of such Officers' total compensation, and it shall approve option grants or other Awards to

non-employee directors only upon the recommendation of the Governance Committee of the Board and after review by the full Board. All option grants or other Awards shall be approved at regularly-scheduled meetings of the Committee, subject to the exception stated in Paragraph 4 below.

4. Should the Committee conclude that a compelling case exists for approving option grants or other Awards under particular circumstances outside the regularly-scheduled Committee meetings (e.g., option grants or other Awards to new Team Members in connection with their hiring or option grants or other Awards in connection with acquisitions), the Committee shall approve those option grants or other Awards only at a duly-convened Committee meeting or pursuant to a properly-documented unanimous written consent.
5. Any Company management recommendation with respect to proposed option grants or other Awards shall be fully developed - with all individual grant or other Awards recipients and grant or other Awards amounts being detailed - prior to the Committee's review and approval of such option grants or other Awards.
6. The Committee's action approving any option or stock appreciation right ("SAR") grant under the Incentive Plans shall specify the individual grant recipients and grant amounts, the vesting schedule, the option or SAR term, the grant date and an exercise price based on the fair market value

of the Company's common stock on that grant date, which shall not be earlier than the date of the Committee's approval action.

7. Prepare a report for inclusion in the Company's annual proxy statement and/or Annual Report on Form 10-K summarizing the Executive Officers' compensation levels and explaining the relationship between executive compensation and the Company's performance, as required by any applicable SEC rules or regulations. The Committee may retain or terminate any executive compensation or benefit consultants or advisors to assist it in the discharge of its responsibilities and shall have sole authority to approve the fees, expenses and other retention terms for any such consultants and 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.