

BLACK BOX CORPORATION

CODE OF ETHICS FOR DIRECTORS, OFFICERS AND EMPLOYEES

In compliance with NASDAQ Marketplace Rule 4350(n) and consistent with Section 406(c) of the Sarbanes-Oxley Act and applicable SEC regulations, the Board of Directors of Black Box Corporation (the "Company") has adopted this Code of Ethics which is applicable to all directors, officers and employees of the Company and its subsidiaries. The Company's directors, officers and employees are collectively referred to as "Black Box Team Members."

The Company is committed to conducting its business in compliance with all applicable laws, rules and regulations and in accordance with high standards of business ethics. It is equally committed to full and accurate financial disclosure in compliance with all applicable laws. No code of ethics can substitute for the thoughtful and dedicated discharge of their responsibilities by Black Box Team Members. This Code is, however, intended to inform and guide Team Members in their actions, to focus the attention of all Team Members on areas of legal and ethical concern, to provide guidance to all Team Members as they address legal and ethical issues, to establish a mechanism for reporting instances of unlawful, unethical or inappropriate conduct and to foster a culture of honesty and accountability.

Special Obligations of Directors and Certain Officers

Directors, the Chief Executive Officer ("CEO") and the Chief Financial and Principal Accounting Officer ("CFO") must always comply with applicable law and act in an honest and ethical manner. Directors, the CEO and the CFO must also assume a leadership responsibility to encourage commitment to legal compliance, to create a culture of high ethical standards, to maintain a work environment that encourages Black Box Team Members to raise concerns regarding ethical and legal matters and protects Team Members who do so, to assure prompt attention to Team Member compliance concerns and to enforce the Company's commitment to legal compliance and high standards of conduct.

Compliance With Laws, Rules and Regulations

The Company values and seeks to preserve its reputation for integrity and is committed to compliance with all laws and regulations applicable to it and its businesses. Although laws, customs and standards of conduct may vary in the different localities in which the Company operates, Black Box Team Members are not permitted to achieve results by violating applicable laws or regulations or through dishonest means or unscrupulous dealings.

This Policy requires Black Box Team Members to comply strictly with all federal, state and local laws and all foreign laws that apply to the activities of the Company and each of its business units. Team Members are expected to be familiar with the relevant laws, rules and regulations as they pertain to their job or position. Although the Company is a U.S. corporation, it should be recognized that actions taken outside the

U.S., whether by U.S. personnel operating overseas or non-U.S. personnel, which may conform with local custom, are often viewed against permissible American standards of conduct. Accordingly, where U.S. laws, regulations and standards relating to ethical conduct are more restrictive than those of a particular locality outside the U.S., a Team Member's conduct should be governed by U.S. standards, as reflected in this Code and other applicable Company policies and more specific advice from the Company's General Counsel or outside counsel.

In some instances, domestic or foreign laws and regulations may be ambiguous and difficult to interpret. Those responsible for the management of the Company as a whole or any of its units have access to legal advice through the Company's General Counsel without charge and, where appropriate, through the retention of outside counsel. Other Team Members with questions should raise them with their manager who has access to counsel. Questions relating to proper standards of conduct or the meaning or applicability of laws or regulations should be referred to counsel.

Black Box Team Members are required to report any suspected violation of applicable law as provided for in this Code.

Ethical Conduct by Black Box Team Members

a. Conflicts of Interest

For the purposes of this Code, a "conflict of interest" occurs whenever a Black Box Team Member's private interests interfere in any way – or appear to interfere in any way – with the interests of the Company. Such a conflict of interest may arise when any Team Member has interests or takes action that may make it difficult for that individual to perform his or her responsibilities to the Company objectively and effectively. Such conflicts may also arise when any such Team Member, or a member of his or her family, receives or is offered or promised improper personal benefits, including loans to or guarantees of any obligation of the Team Member, as a result of his or her position as a director, officer or employee of the Company.

The obligation of Black Box Team Members to conduct the Company's business in an honest and ethical manner includes the ethical and open handling of any actual, apparent or potential conflict between that individual's personal and business relationships and the interests of the Company and bars Team Members from acting in a way that is adverse to the Company's interests. Accordingly, before making any investment, accepting any position or benefit, participating in any transaction or business arrangement or otherwise acting in a manner that creates or appears to create a conflict of interest, the Team Member must make full disclosure of all relevant facts and circumstances to, and obtain the prior written approval of, the Company's CFO or its General Counsel. Some conflicts of interest may arise innocently because of circumstances alone, without deliberate action on the part of an individual. If a Team Member finds himself or herself in such a position, the Team Member shall immediately notify the CFO or General Counsel for guidance.

b. Corporate Opportunities

Black Box Team Members owe a general duty to advance the Company's interests when the opportunity to do so arises. Accordingly, Team Members are prohibited from taking for themselves or for members of their families business opportunities they discover by reason of their positions with the Company or through the use of Company property or information without the prior approval of the Company's CEO, CFO or General Counsel. Team Members may not use Company property, information or positions for personal gain. Team Members are prohibited from competing, directly or indirectly, with the Company or from taking actions that will disadvantage or impair the legitimate interests of the Company.

c. Confidentiality

For the purposes of this Code, "confidential information" includes all non-public information which, if disclosed, might be of use to competitors or harmful to the Company or its customers, vendors or other business partners. Team Members must maintain the confidentiality of confidential information they obtain from or through the Company or its customers, except where disclosure is mandated by applicable laws, rules or regulations or authorized by the Company's CEO.

d. Protection and Proper Use of Company Assets

The Company's assets should be dedicated to the advancement of its corporate purposes and used for legitimate business purposes. Carelessness, waste, misuse or theft of Company assets can have a direct impact on the Company's profitability. Accordingly, Black Box Team Members should seek to protect those assets and ensure their efficient use. Company assets should not be used for non-Company business or any personal purposes, except that, subject to a rule of reason, incidental personal use of such assets may be permitted.

The obligation of Team Members to protect the Company's assets includes its proprietary information, e.g., intellectual property such as trade secrets (including customer and vendor lists, pricing and similar information), patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas and processes, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of such proprietary information could impair the Company's interests and violate Company policy. Such use or distribution may also be illegal and could result in civil or even criminal penalties.

e. Fair Dealing

The Company strives to compete and to succeed through superior performance and products and without the use of unethical or illegal practices. Accordingly, Team Members should respect the rights of, and should deal fairly with, the Company's customers, suppliers, competitors and other Team Members and should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information or any material misrepresentation. For example, Team Members should not (i) give cash (or cash equivalent) gifts to any person or entity in the course of their work

for the Company; (ii) spread rumors about competitors, customers or suppliers that the Team Member knows to be false; (iii) intentionally misrepresent the nature or quality of the Company's products and services; or (iv) otherwise seek to advance the Company's interests by taking unfair advantage of anyone through unfair dealing practices.

Disclosure Obligations of the Company and of Black Box Team Members

The Company's policy is to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws, rules and regulations in all reports and documents the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by or on behalf of the Company. Accordingly, each Black Box Team Member shall take appropriate steps, within his/her area of responsibility, to assist the Company in discharging its obligations under this general policy.

In addition, the CEO and the CFO have the following specific responsibilities with respect to the Company's financial reporting and public disclosures:

- The CEO and the CFO shall seek to ensure that the Company's financial statements and other disclosures comply with all applicable laws, rules and regulations.
- The CEO and the CFO shall promptly bring to the attention of the Audit Committee of the Company's Board of Directors any information he or she may have concerning (1) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data; (2) any fraud, whether or not material, that involves management or other Team Members who have a significant role in the Company's financial reporting, disclosures or internal controls; and (3) any material information of which he or she becomes aware that affects the disclosures previously made by the Company in its public filings.
- The CEO and the CFO shall promptly bring to the attention of the Audit Committee any information he or she may have concerning any Team Member's effort to improperly influence, coerce, manipulate or mislead any independent public accountant or internal auditor engaged to audit or review any of the Company's financial statements or books and records.
- The CEO and CFO shall promptly bring to the attention of the Audit Committee any information he or she may have concerning any violation of this Code by any member of management or any other Team Member who has a significant role in the Company's financial reporting, disclosures or internal controls.
- The CEO and CFO shall promptly bring to the attention of the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations

applicable to the Company and the operation of its business, by the Company or any agent thereof.

Enforcement, Reporting and Investigation Procedures

a. Compliance

It is the obligation of every Black Box Team Member to comply with this Code of Ethics. All Black Box management and supervisory personnel are required to ensure, to the best of their ability, that Team Members under their supervision comply with this Code. Violation of this Code may subject Team Members to discipline up to and including termination of employment. In addition, the Company may report violations to the appropriate governmental authorities.

b. Reporting Obligations

i. Reports of Concerns about Accounting and Auditing Matters.

Consistent with the requirements of Section 301 of the Sarbanes-Oxley Act and applicable SEC regulations, any Team Member shall report any concerns regarding questionable accounting or auditing matters, the Company's internal controls, or the integrity of the Company's financial statements to the Company's General Counsel at the Company's headquarters, 1000 Park Drive, Lawrence, Pennsylvania 15055. Such reported concerns may, if desired, be reported through a confidential anonymous submission. The General Counsel shall thereafter follow the procedures specified herein to assure that the Audit Committee of the Company's Board of Directors is fully and promptly apprised of any such reported concerns.

ii. Reports of Other Code Violations.

Any Black Box Team Member who individually knows of or suspects a violation of any provision of this Code must report that information immediately to the Company. Any uncertainty as to whether a violation of this Code has occurred should be resolved in favor of reporting the matter in question. A Team Member can do this by contacting his or her supervisor, communicating with Black Box management in accordance with the Company's Open Door Policy (as set forth in the Team Member Handbook), or contacting the Company's CFO or its General Counsel. A sufficiently detailed description of the factual basis for suspecting that a violation exists should be provided to allow for an appropriate investigation. If a Black Box Team Member receives notice (oral or written) of a violation of any provision of this Code, this information should be reported immediately to the Company's CFO or its General Counsel.

iii. No Retaliation.

Consistent with the requirements of Section 806 of the Sarbanes-Oxley Act, no Black Box Team Member who, in good faith, reports any concerns about accounting, auditing, internal controls or the Company's financial statements or any violation of this Code will suffer harassment, retaliation or an adverse employment consequence as a result of that report or any cooperation by the Team Member in any internal or external investigation of any reported or suspected concern or violation of this Code. Any Team Member who retaliates against someone who has reported any such concern or suspected violation in good faith is subject to discipline up to and including termination of employment.

Any Black Box Team Member who reports any concerns about accounting, auditing, internal controls or the Company's financial statements or any violation or suspected violation of this Code will be expected to act in good faith and to have reasonable grounds for believing the information disclosed indicates a factual basis for such concerns or suspected violation. Any report that is proven to have been made maliciously or with knowledge that the report is false will be viewed as a serious disciplinary offense.

c. Investigation of Violations

All reported concerns and all reports of suspected violations of any provision of this Code will be treated confidentially to the extent practicable under the circumstances and in accordance with the Company's legal obligations and will be investigated as provided for herein.

i. Investigation of Reported Concerns about Accounting and Auditing Matters.

Upon receipt of any reported concerns or suspected violations regarding accounting or auditing matters, the Company's internal controls or the integrity of the Company's financial statements, the General Counsel will determine whether such report implicates by name or title the Company's CEO or its CFO. If the General Counsel determines that the report does so implicate either such Officer, the General Counsel shall promptly advise the Audit Committee of the Company's Board of Directors of the reported concerns, and that Committee shall thereafter, in consultation with the General Counsel, the Company's external auditors or such other advisors as it may deem appropriate, review the reported concerns and conduct such investigation or take such action as it may deem appropriate.

If the General Counsel determines that the report does not so implicate either such Officer, the General Counsel shall promptly advise the CFO of the reported concerns. The CFO shall thereafter investigate the underlying facts and/or develop a plan for marshalling the relevant facts and shall, within two weeks of being advised of the reported concerns by the General Counsel, shall report such facts or plan to the Audit Committee of the Company's Board of Directors for its review of the facts, direction with respect to the suggested plan or such other action as the Committee may deem appropriate.

ii. Investigation of Other Reported Violations of the Code.

Any other reported concerns or violations of this Code will be investigated by the Company, and such investigation will be under the direction of the Company's CFO and/or its General Counsel, as appropriate. Black Box Team Members will be expected to cooperate fully in the investigation of any reported concerns or violation of this Code. If the results of the investigation indicate that corrective action is required, the Company will promptly determine and implement the steps it may deem appropriate to rectify the problem and prevent its recurrence.

The CFO and the General Counsel shall periodically, but no less than annually, report to the Audit Committee of the Company's Board of Directors concerning any reported violations of this Code, the Company's findings with respect to such reported violations and any corrective or prophylactic actions taken by the Company as a result.

d. Questions Regarding Compliance

The CEO and the CFO are encouraged to consult with the Company's Board of Directors and/or its General Counsel, and all Black Box Team Members are encouraged to consult with their supervisors, managers, the Company's CFO, its General Counsel or other appropriate personnel, about any observed illegal or unethical behavior or whenever they are in doubt about the best course of action in a particular situation.

Accountability

This Code is a statement of the Company's fundamental principles, policies and applicable procedures. The Company, acting through its Board of Directors, its CEO or its CFO, as appropriate, shall hold each Team Member accountable for any violation of this Code. Sanctions for any such violation may include being relieved of his or her duties and/or termination of employment. In addition, the Company may report violations to the appropriate governmental authorities. The Company shall determine, or shall designate appropriate persons to determine, appropriate action in response to any violations of the Code.

The Code is not intended to, and does not, create any rights in any Team Member, customer, supplier, competitor or shareholder of the Company or any other person or entity.

Waiver

Compliance with any provision of this Code by executive officers or directors may be waived only by the Company's Board of Directors; compliance by all other Team Members may be waived by the Audit Committee, in each case upon full disclosure of all relevant facts by the Team Member who seeks such a waiver. Any such waiver will be promptly disclosed as and to the extent required by applicable law or regulations.