



BLACK BOX CORPORATION
STANDARDS OF BUSINESS CONDUCT

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STANDARDS OF BUSINESS CONDUCT

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STANDARD NO. 1: To represent Black Box in a manner which is law abiding and sensitive to the needs and expectations of the communities we serve: our customers; our stockholders; our fellow Team Members; our suppliers; our lenders; and local, national, and international communities and governments.

STANDARD NO. 2: To perform assigned tasks in a responsible, reliable, and cooperative manner, and with a commitment to high levels of productivity and quality.

STANDARD NO. 3: To handle and report all information accurately, honestly, and properly.

STANDARD NO. 4: To refrain from any activity that might involve a conflict of interest, including giving or accepting anything that could reasonably be seen as improperly influencing the recipient.

STANDARD NO. 5: To protect Black Box's assets, and those assets of others entrusted to us, including physical property and proprietary information, against loss, theft, and misuse.

BUSINESS CONDUCT STANDARD NO. 1

To represent Black Box in a manner that is law-abiding and sensitive to the needs and expectations of the communities we serve: our customers; our stockholders; our fellow Team Members; our suppliers; our leaders; and local, national, and international communities and governments.

1.1 CUSTOMER AND SUPPLIER RELATIONSHIPS

In General: You must be fair and reasonable, faithfully obey all laws and regulations, and follow good business practices in your dealings with Black Box customers and suppliers.

Specifically: You must assure Black Box customers that they are dealing with a Company with ethical policies and practices, one that has a clear understanding of their needs and a genuine interest in providing proper, effective solutions to their problems. Good communication with our customers is essential. The selection of suppliers shall be on the basis of objective criteria such as quality, technical excellence, cost/price, schedule/delivery/services, and maintenance of adequate sources of supply.

1.2 TEAM MEMBER RELATIONSHIPS

In General: You have a fundamental responsibility to show respect and consideration for all your Teammates. At Black Box we believe that people have intrinsic worth and dignity. We believe that they want to work, to contribute, and to be a factor in improving things. This belief is to be reflected in all relationships, inside and outside the Company.

Specifically: Employment practices, including recruiting, hiring, transfers, promotions, compensation, benefits, and termination, must be administered on the basis of qualifications to perform jobs without regard to race, creed, color, religion, national origin, gender, disability or age. Employment practices must be in compliance with Black Box's affirmative action obligations for the United States and with applicable laws. In the United States, qualified disabled veterans, other persons with disabilities, veterans of the Vietnam era, and racial minorities all receive special consideration as provided by law. Participation in Company-administered training, education, tuition assistance, social, recreational, and health programs must be offered on an equal opportunity basis.

1.3 SAFETY OF THE WORKPLACE

In General: You have an obligation to perform your work in a safe manner so that you do not cause harm to yourself or to others, and you must see that work conducted under your supervision is likewise performed safely and in a way that meets occupational safety standards and regulations.

Specifically: If you work or supervise work with hazardous equipment materials, you must know and comply with all applicable occupational safety and health regulations, informational requirements, and recognized industry standards for protection.

1.4 COMPETITOR RELATIONSHIPS

In General: You should be aware that there are laws promoting competition, sometimes called antitrust laws, in the United States and in many countries where Black Box does business. Team Members who have any direct contact with our competitors have a clear responsibility to know and obey those laws.

Specifically: Team Members should never engage any competitor in discussions, agreements or understandings (whether by telephone, correspondence or orally at meetings or elsewhere) concerning prices or allocations of territory, customers or sales. Agreements that inhibit free and open competition or that involves tie-in sales or reciprocal transactions may also be unlawful. These types of agreements must not be made or even discussed unless specifically approved by the corporate Chief Financial Officer.

1.5 INTERNATIONAL TRADE PRACTICES

In General: To ensure compliance with U.S. and applicable foreign laws, you must report promptly to the corporate Chief Financial Officer team any request you may receive regarding international restrictive trade practices.

Specifically: U.S. law prohibits U.S. corporations and their foreign operations from complying with restrictive trade practices, including boycotts, instituted by foreign countries against other countries or against U.S. organizations or persons. Such laws require Black Box to report any such requests to the U.S. Government.

BUSINESS CONDUCT STANDARD NO. 2

To perform assigned tasks in a responsible, reliable, and cooperative manner, and with a commitment to high levels of productivity and quality.

2.1 QUALITY

In General: You, like every other Black Box Team Member, are responsible for unflinchingly maintaining the integrity and the quality of your own performance on the job. Throughout the process of delivering Company products and services, you must be sure that what you produce and the service and information you give meet the specified requirements of quality. Our customers are entitled to receive full value for their dollars, with no shortcuts or substitutions in the products/services they buy. Your careful attention to quality has a direct and substantial effect on our reputation and performance and enables us to meet or exceed the expectations of our customers. Black Box is totally committed to providing defect-free products, services, and information to our internal and external customers. We will perform exactly according to requirements or cause the requirements to be officially changed to what our customers and we really need. This commitment extends into every phase of our operations.

Specifically: Black Box must ensure that its products are designed and manufactured to meet the requirements of its customers. There must be no unauthorized substitution of materials, components, procedures or products; no intentional failure to provide the required quality controls; and no unauthorized changes in the requirements. You must always get approval before deviating in any way from the requirements of a standard procedure or work order.

Black Box Team Members must be aware of policies, practices, and procedures for their areas of responsibility. Information is to be transmitted in a manner that facilitates proper business activities and allows for quality performance in a timely, cost-effective, and appropriate way.

Never ignore a defect, deficiency, or error no matter how small or obscure. It is essential that it be brought to the attention of those who can properly decide what to do about it. It could be serious enough to lead to significant quality or safety problems in the future.

2.2 USE OF ON-DUTY TIME

In General: You have a clear obligation to use productively the time that Black Box pays you for. Your work hours should be devoted to activities directly related to Black Box's business or to activities authorized by your supervisor.

Specifically: Unauthorized selling, trading or bartering of merchandise to others on Company premises is not permitted. Neither is participation in nor soliciting for organized or commercial lotteries or other gambling activities or the conduct of personal business on Company time permitted. The distribution of personal notices, pamphlets, advertising matter, or any other kind of personal literature during work time or in any work area is discouraged.

BUSINESS CONDUCT STANDARD NO. 3

To handle and report all information accurately, honestly, and properly.

3.1 COMPANY DATA, RECORDS, AND REPORTS

In General: You must prepare all Company business data records and reports accurately, truthfully and timely. These include such everyday documents as time cards, expense reports, service records, and accounting entries, as well as cost estimates, contract proposals, and other presentations to management, customers, and the public. It is critically important that those who rely on these records and reports – our managers, investors, creditors, customers, auditors, and other decision-makers – have truthful and accurate information. The integrity of Black Box’s accounting, technical, personnel, financial, and other records is based on their validity, accuracy, and completeness.

If you prepared such information or represent or certify the accuracy of such information, you must be diligent in assuring its accuracy and integrity. If you are the custodian of such information, you must be sure it is released outside the Company only for proper purposes and with proper authorization.

3.2 INVOICING AND PAYMENTS TO CUSTOMERS, REPRESENTATIVES, CONSULTANTS, AND SUPPLIERS

In General: You should be sure all invoices for which you are responsible accurately reflect the products sold or services rendered and the true sales price and terms of sale.

3.3 PUBLIC DISCLOSURE

In General: If someone outside Black Box should ask you for Company information of the Company’s position on some matter, you should not attempt to answer unless you are authorized to do so and unless you know the answer. It is Black Box’s policy to have informed authorized Company officials respond promptly and courteously to public inquiries concerning Black Box – including those from Team Members, investors, government agencies, the press, and the general public. Responses are to be informative without compromising business interests or security obligations.

3.4 COMPLIANCE WITH SECURITIES LAWS

In General: You must not buy or sell Company securities, directly or indirectly, on the basis of material inside information nor communicate such information to others for that purpose. Also, you must not trade in the securities of any other Company on the basis of material, undisclosed information obtained in the course of your Black Box employment nor communicate such information to others for that purpose.

Specifically: Information may be “material” if it is likely to affect the market value of the Company’s securities or influence decisions to buy, sell or hold such securities. Information is “inside” if it has not yet been made available to the public. Company officers may be subject to further restrictions.

BUSINESS CONDUCT STANDARD NO. 4

To refrain from any activity that might involve a conflict of interest, including giving or accepting anything that could reasonably be seen as improperly influencing the recipient.

4.1 CONFLICTS OF INTEREST

In General: You, as a Team Member of Black Box, have a duty of loyalty to Black Box. You must avoid any actions that may involve, or that may reasonably be construed to involve, a conflict of interest with your Black Box business obligations. You should not have any business, financial or other relationship with suppliers, customers or competitors that might impair or even appear to impair, the independence of any judgment you render on behalf of the Company.

Specifically: A Black Box Team Member must not, directly or indirectly:

(a) Own stock or have any other interest in a Black Box competitor or supplier or other organization with which the Team Member is engaged in a business relationship, except for public, widely-held securities where the amount the Team Member holds directly or indirectly is insignificant in relation to the Team Member's total investments and to the total amount of publicly-held securities of that Company.

(b) Participate in another business enterprise as an officer, director, employee, agent, representative or consultant if such participation might detract from the performance of duties at Black Box.

4.2 MEALS, GIFTS, REFRESHMENTS, TRANSPORTATION, AND ENTERTAINMENT

In General: You must make sure that any meals, gifts, refreshments, transportation, or entertainment that you provide to or accept from people you do business with are handled in strict accordance with Black Box's ethical standards. That is, there should be no possibility of anyone reasonably construing what was done as an attempt to improperly influence the recipient.

A. Offering meals, gifts, refreshments, transportation or entertainment.

A.1 Rules of conduct for persons who are not U.S. government officials or Team Members. Black Box or its Team Members may pay for meals and refreshments and may provide entertainment and business gifts for persons who are not U.S. government officials or Team Members, in connection with business discussions where such actions are generally accepted as ordinary and necessary in the efficient conduct of business, and when the Team Member does not have reason to know that they are contrary to rules or policies applicable to the recipients. Such expenditures will be modest in amount and not frequent with respect to the same recipient. Lavish or extravagant expenditures are not permitted.

A.2 Documentation. Team Members must fully document requests for Black Box reimbursement for meals, gifts, refreshments, transportation, entertainment, and other things of value provided to those with whom Black Box has business contact. The documentation must include the name and title or occupation of the participating individuals, and must be approved in accordance with business unit procedures.

B. Accepting meals, gifts, refreshments, transportation or entertainment.

B.1 Restrictions for all Black Box Team Members. No officer or Team Member of Black Box or any member of his/her immediate family shall solicit or accept any gifts, entertainment, transportation or the accommodation of more than a nominal value from any supplier of goods and services to Black Box or from any customer of Black Box with whom such officer or Team Member does business on behalf of Black Box.

BUSINESS CONDUCT STANDARD NO. 5

To protect Black Box's assets, and those assets of others entrusted to us, including physical property and proprietary information, against loss, theft, and misuse.

5.1 COMPANY FUNDS AND PROPERTY

In General: You are personally responsible and accountable for the proper expenditure of Company funds; this includes Company money you spend as travel expenses. You are also responsible for the proper use of property over which you have control; this includes all funds and property that have been entrusted to your custody. Company property should not be used for personal benefit, sold, loaned, given away or otherwise disposed of, regardless of condition or value, without proper authorization.

Specifically: Black Box assets must be used only for proper purposes during employment with Black Box. Examples of improper uses include unauthorized personal appropriation or use of Black Box assets, data, or resources, including computer equipment or software; modification, destruction, or disclosure of data stored on magnetic media; bribes, kickbacks, or illegal payments.

Company assets include, but are not limited to, telephones, photocopiers, and mail service. Black Box telephones are for business use, and personal calls should be limited to those that are necessary and vital. Private mail should not be received or posted at Company expense. Likewise, photocopiers should be used for business purposes only, and copyright laws prohibiting unauthorized reproductions are to be observed. Questions about reproducing copyrighted material should be directed to the corporate Chief Financial Officer.

Anyone spending or obligating Company funds should be sure that the transaction is proper and properly documented and that the Company receives appropriate value in return. Anyone approving or certifying the property or correctness of a transaction involving Black Box property and/or funds should conduct a review or inquiry that is adequate to establish a responsible, good-faith belief that the transaction is proper and in Black Box's best interest.

5.2 PROPRIETARY INFORMATION

In General: You are responsible for protecting the Company's proprietary information and that entrusted to Black Box by others. Most of the information that you develop as part of your job is proprietary - that is, it is Company property, a valuable business asset. It must be protected because unauthorized disclosure of it could destroy its value to the Company and give unfair advantage to others.

At the conclusion of your employment with Black Box, all Black Box documents and records, including those containing proprietary information must be returned. Even after you leave, you have a continuing obligation to safeguard such information.

Specifically: Proprietary information includes trade secrets, as well as sensitive, confidential, private or classified technical, financial, personnel, drawings, and computer programs. It may concern new development projects, marketing plans, cost data, customer or supplier negotiations, or other Company matters.

Access to proprietary information is limited to those having a need to know. Any disclosure to others, as well as the receipt, use, and disclosure of proprietary information of others received in confidence, should be in accordance with Company policies.