

**CHARTER OF THE COMPENSATION COMMITTEE OF THE
BOARD OF DIRECTORS OF BLACK BOX CORPORATION
ADOPTED AS OF JUNE 25, 2004
(as amended through February 15, 2013)**

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 president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller), 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, as amended.

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.

No member of the Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof, other than director's fees (including any additional amounts paid to the chairs of committees and to members of committees of the Board), except as may otherwise be permitted under the rules of NASDAQ, as then in effect, and applicable SEC rules and regulations. In determining whether a director is eligible to serve on the Committee, the Board shall consider whether the director is affiliated with the Company or any subsidiary thereof, or any of their affiliates, and determine whether any such affiliation would impair the director's judgment as a member of the Committee.

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. Recommend for Board approval, on an annual basis, the compensation of the Chief Executive Officer. In determining its recommendation, the Committee may consider, among other factors, (a) 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, (b) competitive market data and (c) 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. Recommend for Board approval, on an annual basis, the compensation of the Executive Officers, other than the Chief Executive Officer. In determining its recommendation, the Committee may consider, among other factors, (a) 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, (b) competitive market data and (c) 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, as well as any other incentive compensation or deferred compensation plan that may be established that could provide compensation to any Executive Officer (collectively, the "Incentive Plans"). Review and recommend for Board approval (subject to any required stockholder approval) any new Incentive Plan or any amendment to any Incentive Plan. Review and approve any awards under any Incentive Plan ("Awards"). The Committee shall have the sole authority to grant Awards and to determine the size and other terms of any such Awards in accordance with the Incentive Plans. The Committee shall effect Awards under the Incentive Plans to the Chief Executive Officer and to all other Executive Officers only after any such Awards are reviewed by all non-employee directors in the context of their assessment of such Executive Officers' total compensation, and it shall effect Awards to non-employee directors only upon the recommendation of the Governance Committee of the Board and after review by the full Board. All Awards shall be approved at regularly-scheduled meetings of the Committee, subject to the exception stated in Paragraph 5 below. For avoidance of doubt, in order to effect the foregoing, the Committee may make grants of Awards, determine payouts of Awards or take other action with respect to the compensation of Executive Officers subject to approval by all non-

employee directors in the context of their assessment of such Executive Officers' total compensation.

4. Review and recommend for Board approval any agreement that may provide compensation to any Executive Officer or former Executive Officer including, but not limited to, any employment, consulting, severance or change-in-control agreement.
5. Should the Committee conclude that a compelling case exists for approving Awards under particular circumstances outside the regularly-scheduled Committee meetings (*e.g.*, Awards to new Team Members in connection with their hiring or Awards in connection with acquisitions), the Committee shall approve those Awards only at a duly-convened Committee meeting or pursuant to a properly-documented unanimous written consent.
6. Any Company management recommendation with respect to proposed Awards shall be fully developed - with all individual Awards recipients and Awards amounts being detailed - prior to the Committee's review and approval of such Awards.
7. 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.

8. Review and discuss with management the Company's Compensation and Discussion Analysis (the "CD&A") to be included in the Company's annual proxy statement (the "Annual Proxy Statement") and, based on such review and discussion, recommend to the Board that the CD&A be included in the Annual Proxy Statement. Review and approve a report of the Committee for inclusion in the Annual Proxy Statement as required by applicable SEC rules and regulations.
9. Not less than every six (6) years commencing with the Annual Proxy Statement for the fiscal year ended March 31, 2011, recommend to the Board the frequency (every year, every other year or every three years) for the submission of a non-binding advisory vote to approve the Company's executive compensation as disclosed in the Annual Proxy Statement, or recommend to the Board that it make no recommendation regarding such frequency.
10. The Committee may retain or obtain the advice of, or terminate, any compensation consultant, independent legal counsel and other adviser to assist it in the discharge of its responsibilities. The Committee shall directly be responsible for the appointment, compensation and oversight of the work of any such compensation consultant, independent legal counsel and other adviser and shall have the right to approve the fees,

expenses and other retention terms for any such compensation consultant, independent legal counsel and other adviser.

11. The Committee shall retain or obtain the advice of any compensation consultant, independent legal counsel (not including any legal counsel employed by the Company) and other adviser only after consideration of the following factors:
 - a. The provision of other services to the Company or any subsidiary thereof by the employer of the compensation consultant, legal counsel or other adviser (for avoidance of doubt, the words “compensation consultant, legal counsel or other adviser” means, for purposes of Paragraphs 11a-f hereof, each individual providing advice to the Committee and not the employer of such individual);
 - b. The amount of fees received from the Company or any subsidiary by the employer of the compensation consultant, legal counsel or other adviser as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - c. The policies and procedures of the employer of the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - d. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
 - e. Any stock of the issuer owned by the compensation consultant, legal counsel or other adviser; and
 - f. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the employer of the adviser with any Executive Officer.

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.