

**BLACK BOX CORPORATION**

**CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS**

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## **GENERAL PHILOSOPHY**

Our Board of Directors and Audit Committee recognized that the honesty, integrity and sound judgment of our Senior Financial Officers is fundamental to our reputation and success. While all Directors and Team Members, including our Senior Financial Officers, are required to adhere to our Code of Business Conduct and Ethics (the “Code of Business Conduct”), the professional and ethical conduct of the Senior Financial Officers on certain matters unique to their responsibilities is essential to our proper functioning and success and, therefore, the Board also has adopted this Code of Ethics for Senior Financial Officers. Certain responsibilities set forth in this document also are included in our Code of Business Conduct as a matter of emphasis of their importance.

## **APPLICABILITY**

Our Senior Financial Officers, to whom this Code applies, means our Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), Principal Accounting Officer, Controller, Treasurer and any other person who has been designated as a Senior Financial Officer by our CEO, CFO or Audit Committee.

## **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Our Senior Financial Officers are required to comply with all applicable laws, rules and regulations. Our Senior Financial Officers are expected to be familiar with the relevant laws, rules and regulations pertaining to their job or position. Questions relating to proper standards of conduct or the meaning or applicability of laws, rules or regulations should be referred to our General Counsel.

Our Senior Financial Officers are required to report any suspected violation of applicable laws, rules or regulations as provided in this Code.

## **CONFLICTS OF INTEREST**

A “conflict of interest” occurs whenever a Senior Financial Officer’s private interests interfere in any material way – or appear to interfere in any material way – with the interests of the Company. Such a conflict of interest may arise when a Senior Financial Officer 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 Senior Financial Officer, 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, as a result of his or her position as a Senior Financial Officer.

Our Senior Financial Officers are obligated to conduct the Company’s business in an honest and ethical manner. That includes the ethical and open handling of any actual, apparent or potential conflict between an individual’s personal and business relationships and the interests of the Company and bars Senior Financial Officers from acting in a way that is adverse in any material respect 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, a Senior Financial Officer must make full disclosure of all relevant facts and circumstances to, and obtain the prior written approval of, our CFO or General Counsel (after consultation with the Board or Audit Committee, as appropriate). Some conflicts of interest may arise innocently because of circumstances alone, without deliberate action on the part of an individual. If a Senior Financial Officer finds himself or herself in such a position, such Senior Financial Officer shall immediately notify our CFO or General Counsel for guidance.

Senior Financial Officers owe a general duty to advance the Company's interests when the opportunity to do so arises. Accordingly, a Senior Financial Officer is prohibited from taking for himself or herself, or for members of his or her family, business opportunities discovered by reason of such Senior Financial Officer's position or through the use of Company property or information, without the prior approval of our CFO or General Counsel (after consultation with the Board or Audit Committee, as appropriate). A Senior Financial Officer may not use Company property, information or positions for personal gain. Senior Financial Officers 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.

## **DISCLOSURE OBLIGATIONS**

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 Senior Financial Officer shall take appropriate steps, within his/her area of responsibility, to assist the Company in discharging its obligations under this general policy.

In addition, our Senior Financial Officers, within his/her area of responsibility, have the following specific responsibilities with respect to the Company's financial reporting and public disclosures:

- Ensuring that the Company's financial statements and other disclosures comply with all applicable laws, rules and regulations.
- Promptly reporting any information 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.
- Promptly reporting 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.
- Promptly reporting 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.

- Promptly reporting any information he or she may have concerning evidence of a violation by the Company of the securities or other applicable laws, rules or regulations.

## **ENFORCEMENT, REPORTING AND INVESTIGATION PROCEDURES**

### **a. Compliance**

It is the obligation of our Senior Financial Officers to comply with this Code. Violation of this Code may subject a Senior Financial Officer to discipline up to and including termination of employment. In addition, the Company may report violations to the appropriate governmental authorities. It also is the obligation of our Senior Financial Officers to cooperate with any internal or external investigation of any reported or suspected concern or violation of this Code, the Code of Business Conduct and/or any other Company policy.

### **b. Reporting Obligations**

#### **i. Reports of Concerns about Accounting and Auditing Matters.**

Consistent with the requirements of applicable SEC regulations, a Senior Financial Officer 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. Alternatively, such reported concerns may be reported through the Black Box Ethics Helpline (the "Helpline") by calling 1-855-833-0005 or an internet web link which can be found at [www.blackbox.com/go/ethics](http://www.blackbox.com/go/ethics). The Helpline is hosted by a third-party and is available 24 hours a day every day of the year. The General Counsel shall thereafter follow the procedures specified herein to assure that the Audit Committee is fully and promptly apprised of any such reported concerns.

#### **ii. Reports of Other Code Violations.**

A Senior Financial Officer who individually knows of or suspects any other violation 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), contacting our CFO or General Counsel or, for Team Members located in the United States, utilizing the Helpline. 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 Senior Financial Officer receives notice (oral or written) of a violation of any provision of this Code, this information should be reported immediately to our CFO or General Counsel.

iii. No Retaliation.

Consistent with the requirements of applicable law, 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, the Code of Business Conduct and/or any other Company policy 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 marshaling 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, the Code of Business Conduct and/or any other Company policy 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. All Black Box Team Members, including the Senior Financial Officers, will be expected to cooperate fully in the investigation of any reported concerns or violations. 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 Code of Business Conduct and/or any other Company policy, 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 Senior Financial Officers are encouraged to consult with their supervisors, managers, our 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 our Board of Directors, CEO, CFO and General Counsel, 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 this Code.

This 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.

This Code is in addition to, and supplementary to, our Code of Business Conduct and Ethics, which also is applicable to our Senior Financial Officers.

## **ANNUAL CERTIFICATION**

Each Senior Financial Officer shall certify in writing, at least annually, its acknowledgement, understanding and compliance with this Code.

## **ANNUAL REVIEW**

This Code shall be reviewed at least annually by the Audit Committee, which shall recommend any changes for Board approval.

## **WAIVER**

Compliance with any provision of this Code may be waived only by the Company's Board of Directors. Any such waiver will be promptly disclosed as and to the extent required by applicable law or regulations.