

**ADC TELECOMMUNICATIONS, INC.
BOARD OF DIRECTORS**

**FINANCE AND STRATEGIC PLANNING COMMITTEE CHARTER
(effective July 2005)**

The purpose of the Finance Committee is to provide assistance to the Board in the discharge of its fiduciary responsibilities relating to (i) strategic planning; (ii) financing transactions and changes to the Company's capital structure; and (iii) acquisitions, divestitures or other business combination transactions of the Company.

1. Membership

The Finance Committee shall have at least three members each of whom shall be a non-employee director of the Company, and who is free of any relationship, which, in the opinion of the Board, would interfere with the exercise of independent judgment. The members of the Committee are appointed by the Board.

2. Finance Matters

The Committee shall:

- Evaluate significant acquisitions, divestitures and other transactions from a financial and strategic standpoint. Provide advice and counsel to Management and make recommendations to the Board regarding such matters.
- Review post-transaction analysis of significant acquisitions to evaluate performance against integration plans, financial plans, key milestones and strategic objectives. Provide advice and counsel to Management regarding such matters.
- Review and develop recommendations regarding any proposed modifications to the capital structure of the Company including:
 - Debt and equity ratios;
 - Equity structure including any proposed sale, repurchase or restructuring of common stock or other securities and any proposed dividends related to the Company's equity securities; and
 - Debt instruments, credit facilities and other matters related to financing arrangements of the Company.
- Review any other proposed material financial transaction that is outside the scope of the ordinary course of business.
- Receive and consider regular reports regarding the Company's financial position and outlook, investment policy, significant investments and customer-financing activities. Provide advice and counsel to Management and make recommendations to the Board regarding such matters.
- Periodically review and oversee Management's compliance with significant internal financial management policies.

3. Strategic Planning

The Committee shall review and provide advice and assistance to Management regarding the strategic planning processes of the Company and provide advice and counsel to Management and make recommendations to the Board with respect to strategic considerations. The full board shall review annually the long-term strategic plan of the Company.

4. Independent Advisors; Support of Committee

The Committee is authorized to retain independent attorneys, consultants or other independent persons to advise and assist the Committee, as it deems appropriate. Management of the Company will also assist the Committee with its functions by providing information, recommendations or other support as needed or requested.

5. Meetings

- The Committee shall meet at least two times per year. The Committee Chair shall determine whether additional meetings are necessary or desirable in response to the needs of the Company or any issues that may arise;
- At the request of the Committee, the Company's Chief Executive Officer and other selected executives shall meet regularly with the Committee to provide information to and to support the activities of the Committee as requested; and
- The Committee shall meet in executive session on a regular basis to provide an opportunity for private discussion of matters independent of Management. The Committee may invite outside advisors to such executive sessions, as it deems appropriate.

6. General

- The Committee shall report all significant Committee activities and findings to the Board with recommendations for action when appropriate;
- The Committee shall perform such other functions that may be delegated by the Board from time to time.
- The Committee shall review this charter annually and recommend any proposed changes to the Board for approval.
- The Committee shall annually review its own performance.