

**SCIENTIFIC-ATLANTA, INC.**  
**GOVERNANCE AND NOMINATIONS COMMITTEE CHARTER**  
**(Amended: May 11, 2005)**

**Purpose**

The purpose of Governance and Nominations Committee (the “Committee”) includes:

- providing oversight of the governance of the Board of Directors;
- developing and recommending to the Board a set of corporate governance principles applicable to the Company;
- making recommendations to the Board as a whole concerning Board size, make-up structure and compensation;
- identifying individuals qualified to become Board members, consistent with criteria approved by the Board;
- selecting or recommending that the Board select the director nominees for the next annual meeting of shareholders; and
- recommending to the whole Board nominees for the positions of Chairman of the Board, Chairmen of the various committees of the Board, and members of the various committees of the Board.

**Membership**

The Committee shall be comprised of at least three directors appointed by the Board. The Board shall appoint only members who are qualified under the applicable independence rules, and other governance rules, regulations or standards adopted by the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”). The Committee members, one of whom shall be Chairman, shall be appointed annually at the meeting of the Board immediately following the annual meeting of shareholders. Committee members may be removed by the Board at any time in its discretion.

**Authority**

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from external legal, accounting or other advisors as it deems appropriate in its sole discretion. Nothing contained in this charter shall in any way restrict or limit the right of any individual Director to individually make recommendations or proposals to the Board on any matter with respect to which this Committee has a duty to make recommendations. The Committee has the authority to delegate to a subcommittee comprised of one or more of its members any of its duties as it deems appropriate.

**Duties and Responsibilities**

The Committee shall:

1. Periodically review all Policies and Procedures related to Board or Corporate governance adopted by the Board and recommend to the Board any changes therein and any additional policies or procedures deemed appropriate by the Committee.
2. Oversee compliance with and implementation of all such Policies and Procedures; exercise oversight of matters involving Board and Corporate Governance.
3. Periodically review the Charters (i.e., formal statements of functions, duties and responsibilities approved by the Board) of the Chairman of the Board and each of the Committees of the Board and recommend, after consultation with and input from the individual or committee involved, any changes therein or additions thereto deemed appropriate by the Committee.
4. With respect to the nomination of new candidates for Board Membership:
  - recommend to the Board the criteria, qualifications, and experience deemed appropriate for the particular vacancy to be filled, taking into account (i) the need to maintain balance on the Board, (ii) any need for particular skills and expertise, including financial literacy skills and accounting or related financial management expertise, and (iii) the independence requirements of any applicable SEC or NYSE rule;
  - recommend the procedure to be followed in developing a list of candidates, and interviewing and evaluating them;
  - implement the approved criteria and procedures;
  - and recommend to the whole Board a candidate or candidates for each position to be filled.
5. When appropriate or necessary, make recommendations to the Board regarding the retirement, resignation, removal or succession of members of the Board or the Chairman of the Board.
6. Periodically review the composition of the committees of the Board with the chairmen of those committees and make, as appropriate, recommendations for the assignment or re-assignment of members to, and/or chairmen of, those committees.
7. Annually determine, justify and designate the Board member that qualifies as a financial expert for purposes of the audit committee.
8. Recommend to the full Board from time to time the Base Annual Director's Fee, Meeting Attendance Fees, and other fees, compensation and benefits of every nature, direct and indirect, current and deferred, payable to Directors of the Company for services as a Director and to the Chairman of the Board for services as Chairman.
9. Oversee evaluations of the Board, Board committees and management as deemed appropriate by the Committee, including an annual performance of this Committee.
10. Report regularly to the full Board of Directors as to the foregoing when appropriate.