



## **CHARTER**

### **NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

#### **PURPOSE:**

The purpose of the Nominating and Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Avocent Corporation (the “Company”) is to ensure that the Board is properly constituted to meet its fiduciary obligations to shareholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating and Governance Committee shall: (1) assist the Board by identifying prospective director nominees and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) develop and recommend to the Board the governance principles applicable to the Company; (3) oversee the evaluation of the Board and management; and (4) recommend to the Board director nominees for each Committee of the Board.

#### **COMMITTEE MEMBERSHIP AND ORGANIZATION:**

The Nominating Committee will be appointed by, and will serve at the discretion of, the Board. The Nominating Committee shall consist of at least three members of the Board of Directors. The members of the Nominating Committee shall meet the independence requirements as defined under applicable NASDAQ and Securities and Exchange Commission (the “SEC”) rules.

#### **COMMITTEE RESPONSIBILITIES AND AUTHORITY:**

The Nominating and Governance Committee shall:

- Evaluate the current composition, organization, and governance of the Board and its Committees, determine future requirements, and make recommendations to the Board for approval.
- Determine on an annual basis desired Board qualifications, expertise, and characteristics and conduct searches for potential Board members with

corresponding attributes. Evaluate and propose nominees for election to the Board. In performing these tasks the Nominating Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.

- Oversee the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board Committees, the selection of Board Committee chairs, and proposal of the Board slate for election. Consider shareholder nominees for election to the Board.
- Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Conduct an annual review on succession planning, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions.
- Coordinate and approve Board and Committee meeting schedules.
- Make regular reports to the Board.
- Review and re-examine this Charter annually and make recommendations to the Board for any proposed changes.
- Annually review and evaluate its own performance.
- In performing its responsibilities, the Nominating Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.

#### **MEETINGS:**

It is anticipated that the Nominating Committee will meet four times each year. The Nominating Committee may establish its own schedule, which it will provide to the Board of Directors in advance.

**MINUTES:**

The Nominating Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

**REPORTS:**

In addition to preparing the any report required in the Company's Proxy Statement in accordance with the rules and regulations of the SEC, the Nominating Committee will summarize its examinations and recommendations to the Board of Directors as may be appropriate, consistent with the Nominating Committee's Charter.

**COMPENSATION:**

Members of the Nominating Committee shall receive such fees, if any, for their service as Nominating Committee members as may be determined by the Board of Directors in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board of Directors.

Members of the Nominating Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board of Directors or any Committee of the Board.

**DELEGATION OF AUTHORITY:**

The Nominating Committee may form and delegate authority to one or more subcommittees where appropriate.