Corporate Governance Guidelines

The Company’s most important corporate objective is to conduct business activities so as to enhance the value of the enterprise to the Company’s stockholders. In order for the Company to reach this objective, the interests of the Company’s employees, customers, suppliers, and creditors must also be considered, as well as the interests of the communities in which the Company’s operations are conducted and the general public.

The Directors of the Company are elected by the stockholders with the responsibility to oversee and direct management to achieve this objective. The Board’s responsibilities require regularly monitoring the effectiveness of management policies and decisions, including execution of its strategies, and holding senior management accountable for the pursuit of the corporate objective.

Composition of Board of Directors

Size of the Board. The Board consists of eight (8) Directors. The Board’s optimal size is approximately three (3) to nine (9) members. Currently the Board is classified into three classes, of approximately equal size. Each year one class of Directors is nominated for election, for a three year term, or until their successors qualify and are elected by the shareholders. The Nominating and Corporate Governance Committee may make recommendations to the Board concerning the composition of the Board including its size and qualifications for membership.

Mix of Employee and Independent Directors. As a matter of policy, the Board will always consist of a majority of independent Directors, in accordance with New York Stock Exchange standards. In particular, the Board will review whether a director has any relationship with the Company that would affect his or her ability to act independently from management, and will include the tests set forth in the New York Stock Exchange standards. The determination that a Director is independent shall be made by the Board following a review of all relevant information and a recommendation by the Nominating and Corporate Governance Committee. The Company will discuss its determination of Director “Independence” in its annual proxy statement.

Board Membership Criteria

The Board seeks a diverse group of candidates who possess the background, skills and expertise to make a significant contribution to the Board, to the Company and its stockholders. Selection of an individual reflects demonstration of the following qualities:

Experience:

- high-level leadership experience in business or administrative activities;
- specialized expertise in the industry;
- breadth of knowledge about issues affecting the Company; and
- ability and willingness to contribute special competencies to Board activities.

Personal attributes:

- unquestioned personal integrity;
- loyalty to the Company and concern for its success and welfare – courage to criticize and to apply sound business ethics – sound and independent judgment;
- awareness of a directors' vital part in the Company's good corporate citizenship and the corporate image;
- time available for meetings and consultation on Company matters;
- wide contacts with business and political leaders; and
- willingness to assume broad, fiduciary responsibility on behalf of all shareholders for the management of the enterprise.

Qualified candidates for membership on the Board will be considered without regard to race, color, religion, sex, ancestry, national origin or disability. Annually, the Nominating and Corporate Governance Committee will review the qualifications and backgrounds of the Directors, as well as the overall composition of the Board, and recommend to the full Board the slate of Directors to be recommended for nomination for election at the annual meeting of stockholders. Nominations to the Board may also be submitted to the Nominating and Corporate Governance Committee by the Company's stockholders. The Chief Executive Officer and Chairman of the Nominating and Corporate Governance Committee will extend the formal invitation to become a member of the Board of Directors.

Role of the Board of Directors

The Board of Directors of the Company performs the following principal functions (some of which may be delegated to one or more committees):

- selects and approves a corporate philosophy and mission working in coordination with senior management;
- selects and approves a code of business conduct and ethics for Directors, officers and

employees;

- selects, appoints, monitors, evaluates, compensates, and, if necessary, replaces the Chief Executive Officer;
- ensures senior management succession;
- reviews and approves management's strategic and business plans, including developing a depth of knowledge of the business, understanding and questioning the assumptions upon which such plans are based, and reaching an independent judgment as to the probability that the plans can be realized; monitors corporate performance against the strategic and business plans, including overseeing the operating results on a regular basis to evaluate whether the business is being properly managed; and reviews such performance in relation to the performance of peer companies and the electronics industry as a whole;
- monitors ethical behavior and compliance with laws and regulations, the Company's Code of Business Conduct, auditing and accounting principles and the Company's own governing documents; assesses its own effectiveness in fulfilling these and other Board responsibilities and performs such other functions as are prescribed by law, or assigned to the Board in the Company's governing documents; and
- oversees the procedures in place to ensure the integrity of the Company's financial statements.

Specifically, the Board of Directors must approve all major actions proposed to be taken by senior management and generally reviews corporate policy regarding authorizations and approvals that commit the Company to a course of action. This includes:

- authorization of dividends;
- issuances of Company securities;
- repurchases of Company securities;
- Company borrowing programs;
- extraordinary corporate transactions (such as mergers, acquisitions, liquidations or dispositions, and reorganizations); and
- approval of capital programs (including capital budget plans).

Director Compensation

The Compensation Committee is responsible for recommending Board compensation. Management reviews with the Compensation Committee on an annual basis the status of Board compensation relative to a peer industry survey group. The Board should make changes in its non-employee director compensation practices only upon the recommendation of the Compensation Committee and after discussion and the concurrence of the full Board. In discharging this duty, the Board should be guided by the following principles: compensation should fairly pay directors for the work required, with consideration given to director compensation of similarly-sized companies and peer group companies; compensation should align directors’ interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent, and easy for stockholders to understand.

As of July 26, 2011, the compensation program for Directors is as follows. The annual retainer for the Chairman of the Board is $65,000 per year plus an annual grant of 6,667 Restricted Stock Units (as defined in the Company’s 2011 Omnibus Equity Incentive Plan). (The cash portion of the annual retainer is payable in four quarterly payments of $16,250 each.) The annual retainer for each Director (other than the Chairman of the Board and any Director that is employed by the Company) is $40,000 per year plus an annual grant of 6,667 Restricted Stock Units. (The cash portion of the annual retainer is payable in four quarterly payments of $10,000 each.) The Chairperson of the Audit Committee receives an annual retainer of $12,500, and each member of that Committee receives an annual retainer of $8,000. The Chairperson of the Compensation Committee receives an annual retainer of $8,000, and each member of that Committee receives an annual retainer of $5,000. The Chairperson of the Nominating and Corporate Governance Committee receives an annual retainer of $7,000, and each member of that Committee receives an annual retainer of $4,000. All Directors are reimbursed for out-of-pocket expenses incurred in connection with attending meetings. Each Director (other than any Director that is employed by the Company) receives as additional compensation a fee of $1,500 per meeting for personal attendance at each meeting of the Board and for personal attendance at each meeting of a Committee of the Board, and a fee of $750 for telephonic attendance at each meeting of the Board or a Committee of the Board. No Director who is a full time employee of the Company is paid any fee as a Director.

Affiliations and Conflicts of Directors

It is the responsibility of each Director to advise the Chairman of the Board of any affiliation with public or privately held businesses or enterprises that may create a potential conflict of interest, potential embarrassment to the Company or possible inconsistency with Company policies or values. The Company annually solicits information from Directors in order to monitor potential conflicts of interest and Directors are expected to be mindful of their fiduciary obligations to the Company.

There is no limit on the number of other board memberships Directors may hold, but such number is considered when evaluating the candidate for nomination to the Board (subject to NYSE rules regarding membership on audit committees). A Director should advise the Chairman of the Board and Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board.

Non-employee Directors who experience a significant change in job responsibility held when elected to the Board or assumed while a member of the Board should volunteer to resign from the Board. The question of whether a Director has experienced a significant change in job responsibility should be determined by the Nominating and Corporate Governance Committee. However, such a resignation should not be accepted automatically. Rather, there shall be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the question of whether, under the circumstances of the particular situation, the resignation is appropriate and should be accepted. Accordingly, such a resignation will not be effective until and unless accepted by the Board based on the recommendation of the Nominating and Corporate Governance Committee.

Chairman of the Board

The Board has established the following guidelines with respect to the role and function of the Chairman:

- The Chairman shall preside at all meetings of the stockholders of the Company and meetings of the Board of Directors.
- The Chairman shall serve as a liaison between the Board and the Chief Executive Officer.
- The Chairman shall be responsible for establishing the agenda for each meeting of the Board.
- The Chairman shall communicate frequently with the chairman of each committee of the Board, and coordinate the activities of each committee of the Board as necessary.
- The Chairman shall be an independent Director, in accordance with New York Stock Exchange standards.
- No past employee of the Company shall be eligible to serve as the Chairman of the Board.

Term Limits

The Board does not believe it should establish term limits. While term limits may help insure that there are fresh ideas and viewpoints available to the Board, they hold the potential disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

New Director Orientation and Continuing Education

All new Directors must participate in the Company's Orientation Program, which should be conducted within two months of the annual meeting at which new Directors are elected. This orientation will include presentations by senior management to familiarize new Directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct, its principal officers, and its internal and independent auditors. In addition, the orientation program will include visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities. All other Directors are also invited to attend the orientation program.

Board Meetings

Number of Meetings. The Board meets at regularly scheduled meetings approximately four (4) times a year.

Location of Meetings. To provide Directors with first-hand knowledge to make strategic decisions and for their continuing education about the environment in which the Company operates and competes, meetings are occasionally held at locations other than the corporate headquarters.

Board Agenda and Materials. While the Board believes that a carefully planned agenda is important for effective Board meetings, the agenda is flexible enough to accommodate unexpected developments.

- The items on the agenda are typically determined by the Chief Executive Officer in consultation with the Chairman. Any Director may request that an item be included on the agenda.
- At Board meetings, ample time is scheduled to assure full discussion of important matters. Management presentations are scheduled to permit a substantial portion of Board meeting time to be available for discussion and comments.
- It is critical for Directors to receive information sufficiently in advance of Board meetings so they will have an opportunity to prepare for discussion of the items at the meeting. Generally, Directors can expect to receive summaries/slides of presentations several business days in advance of a meeting. At each meeting any written materials not available in advance are provided to each Director. Information is provided from a variety of sources, including management reports, a comparison of performance to operating and financial plans, reports on the Company's stock performance and operations prepared by third parties, and articles in various business publications. In many cases, significant items requiring Board approval may be reviewed in one or more meetings and voted upon in subsequent meetings, with the intervening time being used for clarification and discussion of relevant issues.

- At least once a year, the Board will conduct a self-evaluation to determine whether the Board and its committees are functioning effectively.

Executive Sessions. Executive Sessions are those sessions including the non-management Directors and should be called by the Chairman of the Board. These meetings should occur at least once a year. The presiding independent Director, for purposes of leading these meetings, will be the Chairman of the Board, unless the Board determines otherwise and such Chairman's position is disclosed in the Company's annual proxy statement.

Regular Attendance. Directors are expected to attend Board meetings on a regular basis. The Chairman designates the guest attendees at any Board meeting who are present for the purpose of making presentations, responding to questions by the Directors, or providing counsel on specific matters within their areas of expertise. Usually, the Chief Financial Officer, the Corporate Secretary and the General Counsel attend each Board meeting. Such persons shall not attend Executive Sessions unless their presence is requested.

Access to Senior Management/Independent Advisors. Directors shall have complete and open access to senior members of management. The Chief Executive Officer will also invite key employees to attend Board sessions at which the Chief Executive Officer believes they can meaningfully contribute to Board discussion. The Board and the committees of the Board, including the independent members of the Board, have the authority, in their discretion, to retain independent advisors.

Access to Stockholders and Other Interested Parties. The Chairman of the Board and the Chief Executive Officer are responsible for establishing effective communications with the Company's stockholders. The Chief Executive Officer as well as other senior management are responsible for speaking on the Company's behalf and establishing effective communications with the Company's other constituents, including its customers, associates, communities, suppliers, creditors, and corporate partners.

Confidentiality. The Board believes that maintaining confidentiality of information and deliberations is an imperative.

Corporate Support

The Corporate Secretary serves as secretary to the Board and, at the request of the Chairman, arranges meetings, suggests meeting agendas and facilitates the materials presented to the Board and its committees.

Board Committees

Number of Committees. The Board currently is organized into three (3) committees: Audit, Nominating and Corporate Governance and Compensation. The Audit, Nominating and Corporate Governance and Compensation committees will each have their own charters. All of the members of these Committees are independent Directors under contents established by the NYSE. The Board may from time to time, establish or maintain additional committees as necessary or appropriate.

Audit Committee. The Audit Committee oversees the Company's auditing, accounting, financial reporting and internal control functions, appoints the Company's independent accounting firm and approves its services. All members are independent Directors.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee considers and recommends to the Board nominees for officers and nominees for election as Directors, including nominees recommended by stockholders and oversees evaluation of the Board and management, provides input on setting goals and developing strategies to achieve employee diversity and oversees the implementation of these strategies and evaluates their results, and develops and recommends corporate governance policies to the Board and oversees implementation. All members are independent Directors.

Compensation Committee. The Compensation Committee makes recommendations to the Board concerning Directors' compensation and determines senior officers' compensation. All members are independent Directors.

Committee Assignments. The Nominating and Corporate Governance Committee, after considering to the extent practicable the desires of Board members, recommends committee assignments to the full Board for approval.

Committee Agendas. The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all Directors.

Frequency of Committee Meetings. Each committee meets periodically as deemed necessary by its Chairman. Each committee provides a report to the Board at the next board meeting following the committee meeting.

Committee Materials In Advance of Committee Meetings. Materials are provided in advance of committee meetings in the same manner as applicable for board meetings.

Evaluations and Other Matters

Assessing the Board and Committee Performance. The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will receive comments from all Directors and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

Formal Evaluation of the Chief Executive Officer. The Nominating and Corporate Governance Committee evaluates the performance of the Chief Executive Officer annually, and reviews its actions with the Board of Directors. The Board communicates its views to the Chief Executive Officer through the Chairman of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee's evaluation of the Chief Executive Officer is based upon a combination of objective and subjective criteria which are disclosed each year in the Company's annual proxy statement.

Succession Planning. The Board plans for the succession to the positions of Chief Executive Officer and other executive officers of the Company. To assist the Board, the Chief Executive Officer annually provides the Compensation Committee with an assessment of the executive officers and their potential to succeed him/her. The Chief Executive Officer also will provide the Compensation Committee with an assessment of persons considered to be potential successors to executive officer positions and a review of any development plans recommended for such potential successors. The results of these reports will be reported to and discussed with the Board in Executive Session. There should also be available, on a continuing basis, the Chief Executive Officer's recommendation as to a successor should he/she be unexpectedly disabled or otherwise unavailable to serve.

Management Development. The Chief Executive Officer reports regularly to the Compensation Committee on management development activities.

Securities Laws. Each Director is required to timely submit a Directors and Officers Questionnaire that will be distributed by the Company in preparation for the annual proxy statement filed with the SEC and distributed to stockholders. This questionnaire may also be circulated before the Company files any registration statement with the SEC. Each Director is expected to comply with the Company's Insider Trading Guidelines. It is a violation of Company policy to engage in any securities transaction involving Company securities without pre-approval. To comply with the accelerated deadlines to file Section 16 reports, each Director will be requested to sign a power of attorney authorizing the Company to prepare, sign and submit these reports on his or her behalf.