



CHARTER
ACQUISITION AND STRATEGY COMMITTEE
OF
THE BOARD OF DIRECTORS

PURPOSE:

The purpose of the Acquisition and Strategy Committee of the Board of Directors (the “Board”) of Avocent Corporation (the “Company”) shall be to review the Company’s strategic direction no less than annually and to review potential mergers, acquisitions, or dispositions of material assets or a material portion of any business (“Major Transactions”) and to report its conclusions and recommendations to the Board, as appropriate.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

The Acquisition and Strategy Committee members will be appointed by, and will serve at the discretion of, the Board. The Acquisition and Strategy Committee currently consists of four members.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

The responsibilities of the Acquisition and Strategy Committee shall include:

- Reviewing with management the development and implementation of strategic business plans;
- Reviewing with management and recommending to the Board of Directors, among other things, the Company’s long-term business objectives, strategic plans, and acquisition strategy;
- Reviewing with management any potential Major Transaction and how it fits with the Company’s strategic plans and acquisition strategy;
- Reviewing with the Board the Committee’s recommendations with respect to any Major Transaction;

- Providing the Board such additional information and materials as it may deem necessary to make the Board aware of any potential Major Transaction that requires the attention of the Board;
- After any Major Transaction, reviewing with management the integration of the acquired business and whether the Major Transaction met the Company's business objectives and strategic plans;
- As appropriate, obtaining advice and assistance from outside legal, financial, or other advisors; and
- Annually (i) reviewing and evaluating its own performance and (ii) reviewing this Charter and making recommendations to the Board for any proposed changes.

In addition, the Acquisition and Strategy Committee will undertake such other duties as the Board of Directors may, from time to time, prescribe to the Acquisition and Strategy Committee.

MEETINGS:

The Acquisition and Strategy Committee will meet at least annually to review the Company's strategic direction, with additional meetings for this purpose as appropriate. The Acquisition and Strategy Committee will also meet with executive officers of the Company at such times as are appropriate to review potential Major Transactions. The Acquisition and Strategy Committee may establish its own schedule, which it will provide to the Board of Directors in advance.

MINUTES:

The Acquisition and Strategy 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:

The Acquisitions and Strategy Committee will summarize its examinations and recommendations to the Board of Directors as may be appropriate, consistent with the Acquisition and Strategy Committee's Charter.

COMPENSATION:

Members of the Acquisition and Strategy Committee shall receive such fees, if any, for their service as Acquisition and Strategy 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 Acquisition and Strategy 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 Acquisition and Strategy Committee may form and delegate authority to one or more subcommittees where appropriate.