



LEAD INDEPENDENT DIRECTOR RESPONSIBILITY STATEMENT

The Lead Independent Director of Avocent Corporation (the “Company”) is responsible for coordinating the activities of the independent directors. In addition to the duties expected of all members of the Board of Directors, the specific responsibilities of the Lead Independent Director are as follows:

- Work with the Chairman of the Board to develop an appropriate schedule of Board meetings, seeking to ensure that the independent directors can perform their duties responsibly while not interfering with the flow of Company operations.
- Provide the Chairman with input as to the preparation of the agendas for meetings of the Board and its Committees.
- Advise the Chairman as to the quality, quantity and timeliness of the flow of information from Company management that is necessary for the independent directors to effectively and responsibly perform their duties; although Company management is responsible for the preparation of materials for the Board, the Lead Independent Director may specifically request the inclusion of certain material.
- Subject to the authority of any Committee of the Board, recommend to the Chairman the retention of any consultants who report directly to the Board or to the independent directors.
- In conjunction with the Nominating and Governance Committee, interview all Board candidates, and make recommendations to the Nominating and Governance Committee and to the Board.
- Assist the Nominating and Governance Committee and the Company’s officers in assuring compliance with and implementation of the Company’s Corporate Governance Guidelines.

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- Coordinate, develop the agenda for and moderate executive sessions of the Board's independent directors; ensure that minutes of those sessions are distributed to Company management; act as principal liaison between the independent directors and the Chairman on sensitive issues.
- Evaluate, along with the members of the Compensation Committee and the Board, the CEO's performance; meet with the CEO to discuss the results of the Board's final evaluation.
- In conjunction with the Nominating and Governance Committee, initiate a review of the independent board members' performance, discuss the results with the Chairman and make recommendations to the Board for improvement if required.