



**NOMINATING AND GOVERNANCE COMMITTEE  
POLICIES AND PROCEDURES  
FOR  
DIRECTOR CANDIDATES**

**STOCKHOLDER RECOMMENDATIONS TO NOMINATING AND GOVERNANCE COMMITTEE:**

It is the policy of the Nominating and Governance Committee (the “Committee”) of the Board of Directors of Avocent Corporation (the “Company”) to consider recommendations for candidates to the Board of Directors from stockholders holding no less than 5% of the Company’s securities continuously for at least twelve (12) months prior to the date of the submission of the recommendation.

Stockholder recommendations for candidates to the Board of Directors must be directed in writing to Avocent Corporation, Attn: Corporate Secretary, at the Company’s offices at 9911 Willows Road N.E., Redmond, Washington 98052, and must include:

- the candidate’s name, age, business address, and residence address;
- the candidate’s principal occupation or employment;
- the number of shares of the Company that are beneficially owned by such candidate;
- detailed biographical data and qualifications and information regarding any relationships between the candidate and the Company within the last three years; and
- any other information relating to such candidate that is required to be disclosed in solicitations of proxies for elections of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the “1934 Act”).

A stockholder's recommendation to the Secretary must also set forth:

- the name and address, as they appear on the Company's books, of the stockholder making such recommendation;
- the class and number of shares of the Company that are beneficially owned by the stockholder and the date such shares were acquired by the stockholder;
- any material interest of the stockholder in such nomination;
- a description of all arrangements or understandings between the stockholder making such nomination and the candidate and any other person or persons (naming such person or persons) pursuant to which the nomination is made by the stockholder;
- a statement from the recommending stockholder in support of the candidate, references for the candidate, and an indication of the candidate's willingness to serve, if elected; and
- any other information that is required to be provided by the stockholder pursuant to Regulation 14A under the 1934 Act, in his/her capacity as a proponent to a stockholder proposal.

#### **DIRECT CANDIDATE NOMINATIONS:**

Stockholder nominations to the Board of Directors must meet the requirements set forth in the Bylaws of the Company. For a notice of recommendation to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Company. To be timely, a stockholder's notice must be delivered to the Corporate Secretary not less than ninety (90) days in advance of the annual meeting; provided, however, in the event that less than one hundred (100) days notice or prior public disclosure of the date of the annual meeting is given or made to the stockholders, notice by the stockholder must be received not later than the close of business on the tenth (10) day following the earlier of the day on which such notice of the date of the annual meeting was mailed or such public disclosure was made. The Secretary of the Company will provide a copy of the Bylaws upon request in writing from a stockholder.

#### **IDENTIFYING AND EVALUATING NOMINEES FOR DIRECTOR:**

The Committee, in consultation with the Lead Independent Director, shall use the following procedures to identify and evaluate the individuals that it recommends that the Board of Directors select as director nominees:

- The Committee shall review the qualifications of any candidates who have been properly recommended or nominated by the stockholders, as well as those candidates who have been identified by management, individual members of the Board of Directors, or if the Committee determines, a search firm. Such review may, in the Committee's discretion, include a review solely of information provided to the Committee or may also include discussions with persons familiar with the candidate, an interview with the candidate or other actions that the Committee deems proper.

- The Committee shall evaluate the performance and qualifications of individual members of the Board of Directors eligible for re-election at the annual meeting of stockholders.
- The Committee shall consider the suitability of each candidate, including the current members of the Board of Directors, in light of the current size and composition of the Board of Directors. Except as may be required by rules promulgated by The Nasdaq Stock Market or the U.S. Securities and Exchange Commission (the “SEC”), in evaluating the suitability of the candidates the Committee shall consider relevant factors, including, among other things, issues of character, judgment, independence, expertise, diversity of experience, length of service, other commitments, and the like. The Committee shall evaluate such factors, among others, and considers each individual candidate in the context of the current perceived needs of the Board of Directors as a whole.
- After such review and consideration, the Committee shall recommend that the Board of Directors select the slate of director nominees, either at a meeting of the Committee at which a quorum is present or by unanimous written consent of the Committee.
- The Committee shall endeavor to notify, or cause to be notified, all director candidates of its decision as to whether to nominate such individual for election to the Board of Directors.

**DECISION BY BOARD OF DIRECTORS:**

The Board of Directors shall have final authority on determining the selection of director candidates for nomination to the Board.

**MODIFICATION OF POLICIES AND PROCEDURES:**

The policies and procedures set forth herein may be modified at any time as may be determined by the Committee.