



## **BELDEN INC. CHARTER - AUDIT COMMITTEE**

### **Purpose**

The Committee assists the Board in overseeing (i) the integrity of the Company's financial statements; (ii) the material aspects of the Company's financial reporting, internal control, and audit functions; (iii) the Company's compliance with legal and regulatory requirements; (iv) the qualifications and independence of the independent auditors; and (v) the performance of the Company's internal audit function and independent auditors. The Committee also coordinates with other Board Committees and maintains working relationships with management, the independent auditors, counsel, and other Committee advisors.

### **Membership**

The Board, on the recommendation of the Nominating and Corporate Governance Committee, shall appoint the Committee and members may be removed by the Board. The Committee shall consist of at least three directors, each of whom shall meet the independence and experience requirements of the New York Stock Exchange (the "NYSE"), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act"), and the rules and regulations of the Securities and Exchange Commission (the "Commission"), including, but not limited to, Rule 10A-3. In accordance with the NYSE's listing standards, each member shall be (or must become within a reasonable period of time) "financially literate," and at least one member shall have "accounting or related financial management expertise" as the Board interprets such qualifications in its business judgment. The Board intends that at least one member be an "audit committee financial expert" as defined by the Commission. Members shall not simultaneously serve on the audit committees of more than two other public companies.

The Board may appoint one member to be the Chair, who shall chair all regular sessions of the Committee and set agendas for Committee meetings. If the Board fails to appoint a Chair, the members of the Committee shall elect a Chair by majority vote of the full Committee.

### **Operating Principles**

The Committee shall fulfill its responsibilities within the context of the following overriding principles:

- *Communications* – To strengthen the Committee's knowledge of relevant current and prospective business issues, the Chairperson and others on the Committee shall have

contact throughout the year with senior management, other Committee Chairpersons, the independent auditors, and other Committee advisors.

- *Annual Plan* - The Committee, with input from management and other key Committee advisors, shall develop an annual plan responsive to the “Primary Committee Responsibilities” detailed below.
- *Meeting Agenda* – The Chairperson, with input from other Committee members, shall develop Committee meeting agendas. The Chairperson may ask management, key Committee advisors, and others to participate in this process.
- *Committee Expectations and Information Needs* - The Committee shall communicate its expectations and the nature, timing, and extent of its information needs to management and external parties, including the independent auditors.
- *External Resources* – To fulfill its responsibilities, the Committee, in its sole discretion, shall have the right to retain its own legal, accounting and other advisors. The Committee shall have authority and appropriate funding provided by the Company, as determined by the Committee, for the retention of such advisors and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Company must provide appropriate funding, as determined by the Committee, for payment of audit, review, or attest services, including preparing or issuing an audit report, performed by the independent auditors.
- *Access to Information; Delegated Authority.* In discharging its role, the Committee is empowered to inquire into and investigate any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities, and personnel of the Company and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes. The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.
- *Committee Meetings and Attendees* – The Committee shall schedule quarterly meetings and, when necessary, additional meetings. To carry out its responsibilities, the Committee will request members of management, counsel, and the independent auditors, as applicable, to participate in Committee meetings. Periodically and at least annually, the Committee will meet in private session with only Committee members. The Committee also shall meet separately, periodically, with management, with the general counsel, with internal auditors (or those with responsibility for the internal audit function), and with the independent auditors. It shall be understood that the independent auditors, counsel, or members of management may, at any time, request a meeting with the Committee or Chairperson with or without management.

### ***Relationship with Independent Auditors***

- The Committee shall be directly responsible for the appointment, retention, compensation and oversight of the independent auditors. In exercising such responsibility, the Committee shall consider the communications that the independent auditor is required to make under Public Company Accounting Standards Board (“PCAOB”) AS 1301. The Committee shall have a clear understanding with management and the independent auditors that the independent auditors report directly to the Committee, as the representative of the Board and shareholders, and that the independent auditors are ultimately accountable to the Board and the Committee. The Committee shall have the sole authority to hire, evaluate and, when deemed necessary or advisable, replace the independent auditors. The Committee shall determine the appropriate compensation for the independent auditors and shall be responsible for resolving disagreements between management and the independent auditors regarding financial reporting. “Independent auditors” includes any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company.
- The Committee shall discuss with the independent auditors the overall objective and scope and plans for its external audit, including the adequacy of staffing and compensation and the responsibilities of the independent auditors and the responsibilities of management. The Committee shall meet separately with the independent auditors, with and without management present, to discuss the results of their examinations.
- The Committee shall review with the independent auditors their assessment of (i) the integrity (not just the acceptability) of the Company’s significant accounting principles; (ii) financial reporting issues and judgments as applied in its financial reporting, including any “critical audit matters” (as that term is defined in PCAOB AS 3101); and (iii) any important changes in accounting principles and the application thereof in both interim and annual financial reports. As part of such review, the Committee shall review (i) all critical accounting policies and practices used; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management (including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditors); (iii) other material written communications between the independent auditors and management (such as management letters or schedules of unadjusted differences); and (iv) the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company’s financial statements.
- Following the disclosures by the independent auditors as required under the rules of the PCAOB, the Committee shall review and pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the independent auditors, subject to the de minimis exceptions for non-audit services described in Section 10(A)(i)(1)(B) of the Exchange Act that are approved by the Committee prior to completion of the audit. As part of assessing whether to approve any non-audit services, the Committee will consider whether the

non-audit services are compatible with the independence of the independent auditors. The Committee shall have responsibility for the development and oversight of any pre-approval policies relating to audit and permitted non-audit services. The Committee may delegate pre-approval authority to one or more Committee members. The decisions of any Committee member(s) to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

- The Committee shall review the staffing of the independent auditors to best ensure that the lead audit and concurring partners of the independent auditors not continue in such role beyond five consecutive years, and that any other audit partners who are subject to rotation requirements comply with such requirements. The Committee shall mandate that the independent auditors inform the Committee of any illegal act of which they become aware.

### **Primary Committee Responsibilities**

- *Risk Management* – The Committee shall discuss the Company’s risk assessment and management policies and procedures, including (i) the Company’s major financial risk exposures and the steps management has taken to monitor and mitigate such exposures, and (ii) the adequacy of the Company’s overall control environment and controls in selected areas representing significant financial and business risks. The Committee shall have oversight responsibility for the process the Company uses in performing its annual enterprise risk management (ERM) analysis (while the Board shall have oversight responsibility for the content of the analysis and management shall have responsibility for the execution of the process and the development of its content), and the Committee shall also have oversight responsibility for the Company’s financial reporting/Sarbanes-Oxley, information systems, and taxes.
- *Annual and Quarterly Reports and Other Major Regulatory Filings* – The Committee shall meet to review and discuss the annual audited financial statements and quarterly financial statements with management and the independent auditors, including reviewing the Company’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” (“MD&A”). The Committee also shall discuss other information that the Committee deems necessary in advance of filings or disclosures, and shall recommend to the Board whether the audited financial statements should be included in the Company’s Form 10-K pursuant to the Exchange Act regulations.
- *Earnings Press Releases* – The Committee shall discuss with management and the independent auditors earnings press releases and other material, non-routine public disclosures, as well as financial information and earnings guidance provided to analysts (including any such dissemination of financial information not based entirely on the presentation of financial measures in accordance with generally accepted accounting principles). Particular attention should be given to the quality and integrity of the results, including discussing the adequacy of reserves and accruals. The

Committee also shall determine that the independent auditors are satisfied with the quarterly results and the disclosure and content of the proposed press release.

- *Related Party Transactions* – The Committee shall review and approve any transaction between the Company and any related person that is required to be disclosed under Item 404 of Regulation S-K and develop policies and procedures for the approval of such related party transactions.
- *Internal Controls and Regulatory Compliance* – In reliance on management’s representations and the review of internal audit and the independent auditors, the Committee shall periodically review and assess (i) the adequacy of the Company’s system of internal controls for detecting accounting and reporting financial errors, fraud and defalcations, legal violations, noncompliance with the Company’s code of conduct, significant conflicts of interest, related-party transactions, and any special audit steps adopted in light of material control deficiencies, and (ii) the Company’s disclosure controls and procedures.
- *Internal Audit Responsibilities* – The Committee is responsible for the oversight of the internal audit function and, as part of this oversight, the Committee shall review and assess (i) the annual internal audit plan (including the budget) and the process used to develop the plan; (ii) the status of the internal audit responsibilities, staffing, activities, significant findings, recommendations, and management’s response; and (iii) the internal audit performance and changes in internal audit leadership or key financial management.
- *Independent Auditor Report on Internal Quality Controls* – At least annually, the Committee shall obtain and review a report of the independent auditors describing: (i) the firm’s internal quality control procedures; (ii) any material issues raised by the most recent internal quality-control review (or peer review) of the firm or by any inquiry or investigation by governmental or professional authorities, within the past five years, respecting one or more independent audits of the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditors and the Company (to assess the independent auditors’ independence).
- *Regulatory Examinations* – The Committee shall review and assess any SEC inquiries and the results of examinations by other regulatory authorities in terms of important findings related to the Company’s internal controls over financial reporting, recommendations, and management’s response.
- *Evaluation of Auditors* – The Committee shall annually evaluate (i) the independent auditors’ (including the lead partner’s) qualifications, performance and independence, (ii) the matters included in the written disclosures required by the PCAOB, (iii) the overall scope and focus of the annual audit, and (iv) the scope and level of involvement with unaudited quarterly or other periodic information. In conducting such evaluations, the Committee shall take into account the opinions of management and the internal auditors and consider whether the auditors’ quality controls are

adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence. The Committee will report its conclusions to the Board and take appropriate action in response to such evaluation to satisfy itself of the independence of the independent auditors.

- *Financial Reporting and Controls* – The Committee shall review and assess (i) any financial statement issues and risks that may have a material impact or effect on reported financial information, (ii) the processes used by management to address such matters, (iii) any related auditor views, and (iv) the basis for audit conclusions. In connection therewith, the Committee shall review the matters required to be discussed by the PCAOB, including, without limitation, the matters discussed in AS 1301. The Committee shall review material conclusions on audit work in advance of the public release of financials.
- *Auditor Recommendations and Audit Problems and Management's Response* – The Committee shall review and assess (i) any independent auditors' and internal auditor's recommendations or audit problems or difficulties with respect to financial reporting, controls, or other matters, and management's response with respect to such matters (including any restrictions on the scope of the independent auditors' or internal auditor's activities or on access to requested information) and (ii) any significant disagreements with management. In connection therewith, the Committee shall consider the views of management and auditors on the overall quality of annual financial reporting.
- *Compliance and Ethics Program Oversight* – Periodically, but not less than annually, the Committee shall review the Company's compliance and ethics programs, including legal and regulatory requirements, and review with management its periodic evaluation of the effectiveness of such programs. The Committee shall review the Company's code of conduct and programs that management has established to monitor compliance with such code. The Committee shall receive any corporate attorneys' reports of evidence of a material violation of securities laws or breaches of fiduciary duty by the Company.
- *Complaint Procedures* – The Committee shall establish procedures for receiving, retaining, and treating (i) complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. The Committee shall periodically receive reports regarding the status and treatment of complaints.
- *CEO and CFO Certifications* – The Committee shall review and assess (i) any disclosures made to the Committee by the Company's CEO and CFO, including disclosures made to the Committee during the certification process for the Form 10-K and Form 10-Q regarding any significant deficiency in the design or operation of internal controls or material weaknesses therein, (ii) any fraud involving management

or other employees who have a significant role in the Company's disclosure controls, or (iii) other matters as the Committee deems appropriate.

- *Hiring Policies* – The Committee shall set clear hiring policies for employees or former employees of the independent auditors, including a prohibition against hiring any current or former member of the engagement team of the independent auditors into a financial reporting oversight role who provided more than ten hours of audit, review, or attestation services to the Company during the one-year period preceding the filing of the Company's most recent Annual Report on Form 10-K or whose hiring would otherwise impair the independent auditors' independence.
- *Reporting to the Board of Directors* – The Committee shall report to the full Board after Committee meetings.
- *Audit Committee Report* – The Committee shall prepare the audit committee report that SEC proxy rules require to be included in the Company's annual proxy statement.
- *Evaluation* – The Committee shall conduct a self-performance evaluation of the Committee's effectiveness annually.

#### **Limitation of Committee's Role; Other Activities**

While the Committee has the responsibilities and powers noted above, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Such matters are the responsibility of management and the independent auditors. Further, it is not the duty of the Committee to conduct investigations or to assure compliance with laws, regulations, and the Company's code of conduct.

The foregoing duties, responsibilities, and functions are set forth as a guide to fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different activities, and that the Committee's activities may diverge from those described, as appropriate under the circumstances.

#### **Charter Review**

The Committee will annually review and reevaluate the adequacy of its Charter. Where appropriate, the Committee will revise the Charter and seek the review and approval of the Board for such revisions.