



## **BELDEN INC. GOVERNANCE PRINCIPLES**

Adopted as of November 19, 2020.

### **Introduction; Role of Board**

The following principles have been approved by the Board of Directors and, along with the charters of the Board committees, provide the framework for the governance of Belden Inc. (“Belden”). The Board will review and revise these guidelines and other aspects of Belden’s governance periodically.

Belden’s business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer (“CEO”) and the oversight of the Board, to enhance the long-term value of the Company for its shareholders.

### **Board Composition**

*Size of Board.* The Board should be small enough to permit all directors to participate in thorough discussions of important issues, yet large enough to provide a sufficient variety of views and talents. The Board believes these objectives are fulfilled by a Board of eight to twelve members.

*Independence of Directors.* A majority of the directors will be independent directors under the New York Stock Exchange listing standards. Pursuant to these standards, each year the Board determines whether each non-employee director has any material relationship with the Company.

Any director, who changes employment or directorships, has a substantial change in professional responsibilities, or (with respect to independent directors) has any other change in circumstance that may call into question whether he or she continues to meet the independence requirements of the NYSE rules, will be requested to immediately bring such change to the attention of the Chairperson (or, if it involves the Chairperson, the Chairperson of the Nominating and Corporate Governance Committee). Before assuming a new directorship, the director must review the matter with the Nominating and Corporate Governance Committee. If the new position or activity of the affected director is no longer compatible with the needs of Belden, the director shall offer his or her resignation from the Board.

*Qualifications.* Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the shareholders. Directors should possess the following qualifications: (i) an inquiring and independent mind; (ii) practical wisdom and mature judgment; (iii) broad training and

experience at the policy-making level in business, finance, accounting, law, government, education or technology; and (iv) expertise that is useful to Belden and complementary to the background and experience of other Board members. Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively.

*Tenure; Other Boards.* Directors will not be nominated for election to the Board after their seventy-second birthday, although the full Board may waive this requirement on a case-by-case basis under appropriate circumstances after concluding that it would be in the best interest of the Company. The Board does not believe that its members should be prohibited from serving on boards or committees of other organizations and believes that such experience can benefit the Company. The Nominating and Corporate Governance Committee and the full Board will take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors for new or existing positions and making its recommendations to the shareholders. Yet, to ensure that Board members have the necessary time to devote to the Company, the Board has decided to limit the number of public company boards on which a director may serve (including his or her service on Belden's board) to three and the number of committee chairs which a director may hold (including his or her service as a committee chair on Belden's board committees) to three. The full Board may waive this requirement on a case-by-case basis under appropriate circumstances.

*Succession Planning.* The Nominating and Corporate Governance Committee shall have primary responsibility for developing a succession plan for the Board and making recommendations to the full Board on director succession matters. In so doing, the Nominating and Corporate Governance Committee will determine the appropriate and desirable mix of characteristics, skills, expertise, diversity and experience for the Board and each of its committees, taking into account the qualifications of both existing directors and opportunities to nominate others for election.

## **Board Leadership**

*Board and Committee Meetings.* The Board has four scheduled meetings a year at which it reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. In addition, the Board will hold special meetings when appropriate. Directors are expected to attend all scheduled Board and Committee meetings and the Company's annual shareholder's meeting.

*Board Committees.* The Board has established the following Committees to assist the Board in discharging its responsibilities: (i) Audit; (ii) Compensation; (iii) Finance; and (iv) Nominating and Corporate Governance. The current charters of these Committees are published on the Belden website, and will be mailed to shareholders on written request. The Committee Chairs report the highlights of their meetings to the full Board following each meeting of the respective Committees. The Committees may occasionally hold meetings in conjunction with the full Board.

*Setting Board Agenda.* The Chairperson of the Board and CEO and the Lead Independent Director, in consultation with other members of the Board, will set the agenda for each Board meeting and will distribute the agenda in advance. Each director may add additional agenda items at, or in advance of, the meeting. Management will distribute to the Board, before each Board meeting, such information and data that is relevant to the Board's understanding of matters to be discussed at such meeting. Directors are expected to review these materials before the meeting.

*Meetings of Non-Employee Directors.* Non-employee directors will meet periodically in executive session (without employee directors or management present). Such sessions shall be held at least quarterly in conjunction with the Board's quarterly meetings. Executive sessions shall be called and chaired by the Lead Independent Director.

*Board Leadership.* The Board believes that the objective of unified Board leadership and direction can be achieved whether or not the positions of CEO and Chairperson of the Board ("Chairperson") are combined and whether or not the Chairperson is independent. During times when the Chairperson is not independent, the independent directors will elect an independent Director, as the presiding director (the "Lead Independent Director"). The Lead Independent Director's responsibilities are as follows:

- Presides at all meetings of the Board at which the Chairperson is not present, including executive sessions of the independent directors;
- Serves as a liaison between the Chairperson and the independent directors;
- Approves meeting agendas for the Board;
- Has the authority to call meetings of the independent directors; and
- Provides the CEO with the results of the periodic CEO evaluation.

If the Chairperson is an independent director, the Chairperson shall assume each of the responsibilities of the Lead Independent Director.

## **Board Compensation and Stock Ownership Guidelines**

*Compensation of Board.* The Nominating and Corporate Governance Committee shall have the responsibility for recommending to the Board compensation and benefits for non-employee directors. In discharging this duty, the Committee shall be guided by two goals: compensation should fairly pay directors for work required in a company of Belden's size and scope; and compensation should align directors' interests with the long-term interests of shareholders.

*Stock Ownership Requirements; Trading in Belden Securities.* All non-employee directors are required to hold Belden stock in an amount equal to or greater than five times their annual cash retainer while serving as a Belden director. Directors will have five years to attain this ownership threshold, but must meet interim thresholds during the first five years. In addition, our executive officers are required to own specified amounts of Belden stock, set at a multiple of the officers' base salary.

In order to ensure compliance with applicable securities laws, all directors are required to notify the Company's Corporate Secretary prior to transacting in Belden securities. Additionally, non-employee directors are required to notify the Chairperson of the Board prior to selling Company securities.

### **Director Duties and Responsibilities**

*Succession Planning.* On an ongoing basis, the Board shall review and approve a succession plan for the CEO and senior management.

*Review of CEO.* The Board will conduct a formal review of the CEO on a periodic basis, and may otherwise provide CEO performance assessments on an ongoing basis. On an ongoing basis, the Board will conduct performance reviews of the CEO. As part of this responsibility, the Compensation Committee oversees the design, development and implementation of the compensation program for the CEO and determines the CEO compensation in light of the goals and objectives of the compensation program.

*Access to Independent Advisors and Management.* The Board and its Committees shall have the right at any time to retain independent outside financial, legal or other advisors. The Board shall have unfettered access to Belden senior management and is encouraged to ask all questions and glean all information necessary to fulfill their duties.

*Director Orientation and Continuing Education.* The Board believes director education and training is an important ongoing function that enhances directors' effectiveness through a better understanding of the Company and its strategic objectives, as well as their legal responsibilities. For new members, the CEO will arrange an orientation program conducted by the CEO and members of his senior leadership team. The content of the program will be customized with materials and meetings that best comport with the new director's skills, experience and anticipated role (i.e., committee membership). Each new member is encouraged to take a site visit of one of the Company's manufacturing operations within three months of election to the Board and to take a general director education seminar within six months of election to the Board. All directors are expected to comply with Belden's continuing education policy for directors.

*Director Self-Evaluation.* The Board and each committee will perform an annual self-evaluation.

*Risk Oversight.* The Board should understand the principal risks associated with the Company's business on an on-going basis and it is the responsibility of management to ensure that the Board and its committees are kept well informed of these changing risks on a timely basis.

*Code of Conduct Compliance.* Each director shall annually acknowledge adherence to Belden's code of conduct.

*Confidentiality; External Communications.* Upon election to the Board, each member executes a standard non-disclosure agreement in order to (i) acknowledge that he or she will be the recipient of non-public proprietary information in connection with service on the Board and (ii) agree to maintain such information in the strictest confidence. It is the policy of the Board that non-employee directors should generally not communicate with third parties on matters related to the Company, will respond “no comment” if contacted with a Company-related inquiry, and will notify the Chairperson of the Board, the Chief Executive Officer and the Corporate Secretary immediately to communicate the inquiry. In cases where independent director communication is necessary, it will be limited to the Lead Independent Director, or his or her designated spokesperson.

*Charitable Contributions.* Without Board discussion and approval, the Company shall not make contributions to charities known to be associated with any Board member.

### **Contacting the Board**

Anyone who has a concern about Belden’s conduct may express that concern directly to the Board. Any complaints about the Company’s accounting, internal accounting controls, or auditing matters will be communicated to the Chairperson of the Audit Committee. Any other concerns addressed to the Board will be communicated to the Lead Independent Director, who is the presiding director for executive sessions of the non-management directors. Such communications may be confidential or anonymous, and may be e-mailed, submitted in writing to a special address, or reported by a toll-free phone number, all of which are published on Belden’s website—[www.belden.com](http://www.belden.com). All communications will be opened (or in the case of the hotline, initially reviewed by) the Company’s ombudsman for the sole purpose of determining whether the contents represent a message to directors. The ombudsman will not forward certain items which are unrelated to the duties and responsibilities of the Board, including junk mail, mass mailings, product inquiries, product complaints or services, patently offensive materials, advertisements, and complaints that contain only unspecified or broad allegations of wrongdoing without appropriate information support.