

BELDEN CDT INC.
Form DEF 14A
April 11, 2007

Table of Contents

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

- Preliminary proxy statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive proxy statement
- Definitive additional materials
- Soliciting material pursuant to Rule 14a-12

BELDEN CDT INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

Table of Contents

April 13, 2007

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of Belden CDT Inc. to be held on Thursday, May 24, 2007, at 11 o'clock in the morning at the Saint Louis Club (16th Floor), Pierre Laclede Center, 7701 Forsyth Boulevard, St. Louis, Missouri.

The accompanying Notice of Annual Meeting of Stockholders and Proxy Statement describe the items to be considered and acted upon by the stockholders.

Whether or not you plan to attend, please sign, date and return your proxy card or vote over the phone or Internet, as soon as possible so that your shares can be voted at the meeting in accordance with your instructions.

Thank you for your support and continued interest in Belden.

Sincerely,

John Stroup
President and Chief Executive Officer

Table of Contents

**BELDEN CDT INC.
7701 Forsyth Boulevard
Suite 800
St. Louis, Missouri 63105
(314) 854-8000
April 13, 2007
Notice of Annual Meeting of Stockholders**

- TIME:** 11:00 a.m. on Thursday, May 24, 2007
- PLACE:** Lewis & Clark Room, Saint Louis Club, 16th Floor, Pierre Laclede Center, 7701 Forsyth Boulevard, St. Louis, Missouri 63105
- PURPOSES:**
1. To elect nine directors, each for a term of one year.
 2. To approve performance goals for performance-based awards made under the Cable Design Technologies Corporation 2001 Long-Term Performance Incentive Plan to enable the Company to seek a deduction for such awards under Section 162(m) of the Internal Revenue Code (IRC).
 3. To approve performance goals for awards made under the Company s annual cash incentive plan to enable the Company to seek a deduction for such awards under Section 162(m) of the IRC.
 4. To transact any other business as may properly come before the meeting.
- WHO CAN VOTE:** You are entitled to vote if you were a stockholder at the close of business on Monday, April 2, 2007.
- FINANCIAL STATEMENTS:** Included with this mailing is the Company s 2006 Annual Report to Stockholders which includes the Company s Annual Report on Form 10-K. The Form 10-K includes the Company s audited financial statements and notes for the year ended December 31, 2006, and the related Management s Discussion and Analysis of Financial Condition and Results of Operations.
- HOW YOU CAN VOTE:** You may vote your proxy by marking, signing and dating the enclosed proxy card and returning it as soon as possible using the enclosed envelope. Or, you can vote over the telephone or the Internet as described on the enclosed proxy card.

By Authorization of the Board of Directors,

Kevin Bloomfield
Vice President, Secretary and General Counsel

This proxy statement and accompanying proxy card are being distributed on or about April 13, 2007.

Table of Contents

**PROXY STATEMENT FOR THE
2006 ANNUAL MEETING OF STOCKHOLDERS**

**BELDEN CDT INC.
To be held on Thursday, May 24, 2007**

TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING</u>	4
<i><u>Why am I receiving these materials?</u></i>	4
<i><u>Who is qualified to vote?</u></i>	4
<i><u>What information is contained in these materials?</u></i>	4
<i><u>What matters will be voted on at the meeting?</u></i>	4
<i><u>What is Belden's voting recommendation?</u></i>	4
<i><u>What shares owned by me can be voted?</u></i>	4
<i><u>What is the difference between holding shares as a shareholder of record and as a beneficial owner?</u></i>	4
<i><u>How can I vote my shares in person at the meeting?</u></i>	5
<i><u>How can I vote my shares without attending the meeting?</u></i>	5
<i><u>Can I change my vote?</u></i>	5
<i><u>What are the voting requirements to approve each proposal?</u></i>	5
<i><u>How are votes withheld, abstentions and broker non-votes treated?</u></i>	5
<i><u>Where can I find the voting results of the meeting?</u></i>	5
<i><u>What happens if additional proposals are presented at the meeting?</u></i>	5
<i><u>What class of shares is entitled to be voted?</u></i>	6
<i><u>What is the quorum requirement for the meeting?</u></i>	6
<i><u>Who will count the votes?</u></i>	6
<i><u>Is my vote confidential?</u></i>	6
<i><u>Who will bear the cost of soliciting votes for the meeting?</u></i>	6
<i><u>May I propose actions for consideration at next year's annual meeting of stockholders or nominate individuals to serve as directors?</u></i>	6
<u>BOARD STRUCTURE AND COMPENSATION</u>	8
<u>COMMITTEES</u>	8
<i><u>Audit Committee</u></i>	8
<i><u>Audit Committee Report</u></i>	9
<i><u>Fees to Independent Registered Public Accountants for 2006 and 2005</u></i>	9
<i><u>Audit Committee's Pre-Approval Policies and Procedures</u></i>	9
<i><u>Compensation Committee</u></i>	10
<i><u>Nominating and Corporate Governance Committee</u></i>	10
<i><u>Corporate Governance</u></i>	10
<i><u>Communications with Directors</u></i>	10
<u>DIRECTOR COMPENSATION</u>	11
<u>MATTERS TO BE VOTED ON:</u>	13
<i><u>Item I Election of directors</u></i>	13
<i><u>Item II Approve performance goals for performance-based awards under the Cable Design Technologies Corporation 2001 Long-Term Performance Incentive Plan to enable the Company to seek a deduction for such awards under Section 162(m) of the IRC</u></i>	15
	18

<u>Item III Approve performance goals for awards made under the Company s annual cash incentive plan to enable the Company to seek a deduction for such awards under Section 162(m) of the IRC</u>	
<u>EQUITY COMPENSATION PLAN INFORMATION ON DECEMBER 31, 2006</u>	20
<u>STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	21
<u>Beneficial Ownership Table of Directors, Nominees and Executive Officers</u>	21
<u>Beneficial Ownership Table of Shareholders Owning More Than Five Percent</u>	22

Table of Contents

<u>EXECUTIVE COMPENSATION</u>	24
<u>Compensation Committee Report</u>	24
<u>Compensation Discussion and Analysis</u>	24
<u>Summary Compensation Table</u>	33
<u>Grant of Plan-Based Awards Table</u>	35
<u>Outstanding Equity Awards at Fiscal Year-End Table</u>	37
<u>Option Exercises and Stock Vested Table</u>	38
<u>Pension Benefits Table</u>	39
<u>Nonqualified Deferred Compensation</u>	40
<u>Payments Upon Termination or Change-In-Control</u>	41
<u>Appendix I</u> <u>Cable Design Technologies Corporation 2001 Long-Term Performance Incentive Plan</u>	I-1

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Q: Why am I receiving these materials?

A: The Board of Directors (the **Board**) of Belden CDT Inc. (sometimes referred to as the **Company** or **Belden**) is providing these proxy materials to you in connection with the solicitation of proxies by Belden on behalf of the Board for the 2007 annual meeting of stockholders which will take place on May 24, 2007. This proxy statement includes information about the issues to be voted on at the meeting. You are invited to attend the meeting and are requested to vote on the proposals described in this proxy statement. We began mailing these proxy materials to all stockholders of record on or about April 13, 2007.

Q: Who is qualified to vote?

A: You are qualified to receive notice of and to vote at the annual meeting if you own shares of common stock of the Company at the close of business on our record date of April 2, 2007. On the record date, there were 45,008,369 shares of Belden common stock outstanding. Each share is entitled to one vote on each matter properly brought before the annual meeting.

Q: What information is contained in these materials?

A: The information included in this proxy statement relates to the proposals to be voted on at the meeting, the voting process, the compensation of directors and our most highly-paid officers, and certain other required information. Our 2006 Annual Report to Shareholders, which includes our 2006 Annual Report on Form 10-K, is also enclosed. The Form 10-K includes our 2006 audited financial statements with notes and the related Management's Discussion and Analysis of Financial Condition and Results of Operations.

Q: What matters will be voted on at the meeting?

A: Three matters will be voted on at the meeting:

To elect nine directors, each for a term of one year;

To approve performance goals for performance-based awards made under the Cable Design Technologies Corporation 2001 Long-Term Performance Incentive Plan to enable the Company to seek a deduction for such awards under Section 162(m) of the Internal Revenue Code (**IRC**); and

To approve performance goals for awards made under the Company's annual cash incentive plan to enable the Company to seek a deduction for such awards under Section 162(m) of the IRC.

Q: What is Belden's voting recommendation?

A: Our Board of Directors recommends that you vote your shares **FOR** each proposal.

Q: What shares owned by me can be voted?

A: All shares owned by you as of April 2, 2007, the record date, may be voted by you. These shares include those (1) held directly in your name as the *shareholder of record*, and (2) held for you as the *beneficial owner* through a

stockbroker, bank or other nominee.

Q: *What is the difference between holding shares as a shareholder of record and as a beneficial owner?*

A: Some Belden stockholders hold their shares through a stockbroker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Shareholder of Record

If your shares are registered directly in your name with Belden's transfer agent, ComputerShare, you are considered (with respect to those shares) *the shareholder of record* and these proxy materials are being sent directly to you by Belden. As the *shareholder of record*, you have the right to grant your voting proxy directly to Belden or to vote in person at the meeting. Belden has enclosed a proxy card for you to use.

Beneficial Owner

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the *beneficial owner* of shares held in

Table of Contents

street name (that is, the name of your stock broker, bank or other nominee) and these proxy materials are being forwarded to you by your broker or nominee who is considered, with respect to those shares, the *shareholder of record*. As the beneficial owner, you have the right to direct your broker or nominee how to vote and are also invited to attend the meeting. However, since you are not the *shareholder of record*, you may not vote these shares in person at the meeting. Your broker or nominee has enclosed a voting instruction card for you to use.

Q: How can I vote my shares in person at the meeting?

A: Shares held directly in your name as the shareholder of record may be voted in person at the annual meeting. If you choose to do so, please bring the enclosed proxy card or other proof of identification.

Even if you plan to attend the annual meeting, we recommend that you also submit your proxy as described below so that your vote will be counted if you decide later not to attend the meeting.

Q: How can I vote my shares without attending the meeting?

A: Whether you hold shares directly as the shareholder of record or beneficially in street name, you may direct your vote without attending the meeting. You may vote by granting a proxy or, for shares held in street name, by submitting voting instructions to your broker or nominee. You will be able to do this over the Internet, by telephone or by mail by following the instructions on your proxy card or, for shares held in street name, the voting instruction card provided by your broker or nominee.

Q: Can I change my vote?

A: You may change your proxy or voting instructions at any time prior to the vote at the annual meeting. For shares held directly in your name, you may accomplish this by granting a new proxy or by attending the annual meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request. For shares held beneficially by you, you may accomplish this by submitting new voting instructions to your broker or nominee.

Q: What are the voting requirements to approve each proposal?

A: Proposal 1 *Election of nine directors, each for a term of one year.* This proposal requires a plurality of the votes cast to elect a director.

Proposal 2 *Approve performance goals for performance-based awards made under the Cable Design Technologies Corporation 2001 Long-Term Performance Incentive Plan to enable the Company to seek a deduction for such awards under Section 162(m) of the IRC.* This proposal requires the affirmative vote of a majority of those shares present and represented at the annual meeting and eligible to vote.

Proposal 3 *Approve performance goals for awards made under the Company's annual cash incentive plan to enable the Company to seek a deduction under Section 162(m) of the IRC.* This proposal requires the affirmative vote of a majority of those shares present and represented at the annual meeting and eligible to vote.

Q: How are votes withheld, abstentions and broker non-votes treated?

A: Votes withheld and abstentions are deemed as present at the meeting, are counted for quorum purposes, and other than for Proposal 1, will have the same effect as a vote against the matter. Broker non-votes, if any, while counted for general quorum purposes, are not deemed to be present with respect to any matter for which a broker

does not have authority to vote.

Q: Where can I find the voting results of the meeting?

A: We will announce preliminary voting results at the meeting and publish final results in our quarterly report on Form 10-Q for the second quarter of 2007.

Q: What happens if additional proposals are presented at the meeting?

A: Other than the proposals described in this proxy statement, we do not expect any matters to be presented for a vote at the annual meeting. If you grant a proxy, the persons named as proxy holders, Kevin Bloomfield, the Company's Secretary, and Christopher E. Allen, the Company's Assistant Secretary, will have the discretion to vote your shares on any additional matters properly

Table of Contents

presented for a vote at the meeting. If for any unforeseen reason any of our nominees are not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board of Directors.

Q: What class of shares is entitled to be voted?

A: Each share of our common stock outstanding as of the close of business on April 2, 2007, the record date, is entitled to one vote at the annual meeting.

Q: What is the quorum requirement for the meeting?

A: The quorum requirement for holding the meeting and transacting business is a majority of the outstanding shares entitled to vote. The shares may be present in person or represented by proxy at the meeting. Both abstentions and withheld votes are counted as present for the purpose of determining the presence of a quorum for all proposals.

Q: Who will count the votes?

A: A representative of ADP Investor Communication Services will tabulate the votes and will act as the inspector of election.

Q: Is my vote confidential?

A: Proxy instructions, ballots and voting tabulations that identify individual shareholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within Belden or to third parties except (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote, or (3) to facilitate a successful proxy solicitation by our Board. Occasionally, shareholders provide written comments on their proxy cards, which are then forwarded to Belden management.

Q: Who will bear the cost of soliciting votes for the meeting?

A: Belden will pay the cost of soliciting proxies. Upon request, the Company will reimburse brokers, banks and trustees, or their nominees, for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of shares of the Company's common stock. We also have retained Morrow & Co., Inc., 470 West Avenue, Stamford, CT 06902 to provide assistance in soliciting proxies for a fee of \$6,500, plus distribution costs and other expenses.

Q: May I propose actions for consideration at next year's annual meeting of stockholders or nominate individuals to serve as directors?

A: You may submit proposals for consideration at future stockholder meetings, including director nominations.

Stockholder Proposals: To be included in the Company's proxy statement and form of proxy for the 2008 annual meeting, a stockholder proposal must, in addition to satisfying the other requirements of the Securities and Exchange Commission's rules and regulations, be received at the Company's principal executive offices not later than December 14, 2007.

Nomination of Director Candidates: The Nominating and Corporate Governance Committee will consider nominees recommended by stockholders if such nominations are submitted to the Company prior to the deadline for proposals to be included in future proxy statements as noted above under the caption *May I propose actions for*

consideration at next year's annual meeting of stockholders or nominate individuals to serve as directors? . To have a candidate considered by the Committee, a stockholder must submit the recommendation in writing and must include the following information:

The name of the stockholder and evidence of the person's ownership of Company stock, including the number of shares owned and the length of time of ownership; and

The name of the candidate, the candidate's resume or a listing of his or her qualifications to be a director of Belden and the person's consent to be named as a director if selected by the Committee and nominated by the Board.

In considering candidates submitted by stockholders, the Committee will take into consideration the needs of the Board and the qualifications of the candidate. The Committee may also take into consideration the number of shares held by the recommending stockholder and the length of time that such shares have been held. The Committee believes that the minimum

Table of Contents

qualifications for serving as a director of the Company are that a nominee demonstrate, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Company and have an impeccable record and reputation for honest and ethical conduct in both his or her professional and personal activities. In addition, the Committee examines a candidate's specific experiences and skills, time availability in light of other commitments, potential conflicts of interest and independence from management and Belden. The Committee also seeks to have the Board represent a diversity of backgrounds and experience.

The Committee will identify potential nominees by asking current directors and executive officers to notify the Committee if they become aware of persons, meeting the criteria described above, who have had a change in circumstances that might make them available to serve on the Board. The Committee also, from time to time, may engage firms that specialize in identifying director candidates. As described above, the Committee will also consider candidates recommended by stockholders.

Once a person has been identified by the Committee as a potential candidate, the Committee may collect and review publicly available information regarding the person to assess whether the person should be considered further. If the Committee determines that the candidate warrants further consideration, the Chairman or another member of the Committee may contact the person. Generally, if the person expresses a willingness to be considered and to serve on the Board, the Committee will request information from the candidate, review the person's accomplishments and qualifications, and conduct one or more interviews with the candidate. In certain instances, Committee members may contact one or more references provided by the candidate or may contact other members of the business community or other persons that may have greater first-hand knowledge of the candidate's accomplishments. The Committee's evaluation process will not vary based on whether or not a candidate is recommended by a stockholder, although, as stated above, the Board may take into consideration the number of shares held by the recommending stockholder and the length of time that such shares have been held.

Table of Contents**BOARD STRUCTURE AND COMPENSATION**

The Belden Board has nine members and three standing committees: Audit, Compensation, and Nominating and Corporate Governance. The Board had ten meetings during 2006; six were telephonic. All directors attended 75% or more of the Board meetings and the Board committee meetings on which they served. Mr. Byrnes resigned from the Board on May 24, 2006. To fill this vacancy, Messrs. Monter and Cressey (members of the Nominating and Corporate Governance Committee) and Mr. Stroup, with the assistance of an executive search firm, conducted a search for a new director which resulted in the Board's appointment of Mr. Aldrich on February 22, 2007. The maximum number of directors authorized under the Company's bylaws is nine.

Name of Director	Audit	Compensation	Nominating and Corporate Governance
David Aldrich			
Lorne D. Bain	X		
Lance C. Balk		X	X
Bryan C. Cressey			X
Michael F.O. Harris	X		
Glenn Kalnasy		X*	
John M. Monter		X	X**
Bernard G. Rethore	X*		
John Stroup			
Number of meetings held in 2006	24	6	4

X Committee member * Chairman. ** Mr. Monter became Chairman upon Mr. Byrnes' retirement in May 2006.

At its regular meeting in February 2007, the Board determined that Messrs. Aldrich, Bain, Balk, Cressey, Harris, Kalnasy, Monter, and Rethore each met the independence requirements of the NYSE listing standards. As part of this process, the Board determined that each such member had no material relationship with the Company.

The Audit Committee

The Audit Committee operates under a Board-approved written charter and each member meets the independence requirements of the NYSE's listing standards. The Committee assists the Board in overseeing the Company's corporate accounting and reporting practices by:

meeting with its financial management and independent registered public accounting firm (Ernst & Young LLP) to review the financial statements, quarterly earnings releases and financial data of the Company;

reviewing and selecting the independent registered public accounting firm who will audit the Company's financial statements;

reviewing the selection of the internal auditors (Brown Smith Wallace LLC) who provide internal audit services;

reviewing the scope, procedures and results of the Company financial audits, internal audit procedures and internal controls assessments and procedures under Section 404 of the Sarbanes-Oxley Act of 2002 (SOX); and

evaluating the Company s key financial and accounting personnel.

A representative of Ernst & Young LLP is expected to be present at the annual meeting and will have the opportunity to make a statement if the representative desires to do so, and is expected to be available to respond to appropriate questions. The Board has determined that Messrs. Rethore, Bain, and Harris each is

Table of Contents

an Audit Committee Financial Expert as defined in the rules pursuant to the Sarbanes-Oxley Act of 2002 and each is independent.

Audit Committee Report

The Audit Committee assists the Company's Board of Directors in its general oversight of the Company's financial reporting process. Management is responsible for the preparation and presentation of the Company's financial statements. Ernst & Young LLP (EY), the Company's independent registered public accounting firm for 2006, is responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of the Company's audited financial statements with accounting principles generally accepted in the United States.

The Committee has reviewed and discussed the Company's audited financial statements for 2006 with management and has discussed with EY the matters that are required to be discussed by SAS 61, as amended.

EY has provided to the Committee the written disclosures and the letter required by Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*, and the Committee has discussed with EY and confirmed that firm's independence. The Committee has concluded that EY's provision of non-audit services to the Company and its subsidiaries is compatible with EY's independence.

Based on these reviews and discussions, the Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for 2006.

Bernard G. Rethore (Chair)

Lorne D. Bain

Michael F.O. Harris

Fees to Independent Registered Public Accountants for 2006 and 2005

The following table presents fees for professional services rendered by EY for the audit of the Company's annual financial statements and internal control over financial reporting for 2006 and 2005.

	2006		2005
Audit Fees	\$ 1,852,558	\$	2,006,105
Audit-Related Fees	\$ 713,200	\$	13,300
Tax Fees	\$ 204,861	\$	499,511
All Other Fees	0		0
Total EY fees	\$ 2,770,619	\$	2,518,916

Audit fees primarily represent amounts paid or expected to be paid for audits of the Company's financial statements and internal control over financial reporting procedures under SOX 404, and reviews of SEC Forms 10-Q, Forms 8-K and Form 10-K and statutory audit requirements at certain non-U.S. locations.

Audit-related fees are primarily related to due diligence services on potential acquisitions.

Tax fees for 2006 and 2005 are for domestic and international compliance totaling \$176,876 and \$393,684, respectively, and tax consulting totaling \$27,985 and \$105,827, respectively.

In approving such services, the Audit Committee did not rely on the pre-approval waiver provisions of the applicable rules of the SEC.

Audit Committee's Pre-Approval Policies and Procedures

Audit Fees: For 2006, the Committee reviewed and pre-approved the audit services and estimated fees for the year. Throughout the year, the Committee received project updates and considered and, if appropriate, pre-approved or ratified any amounts exceeding the original estimates.

Non-Audit Services and Fees: Annually, and otherwise as necessary, the Committee reviews and pre-approves all non-audit services and the estimated fees for such services. For recurring services, such as employee benefit plans, tax compliance, expatriate tax returns, and statutory filings, the Committee reviews and pre-approves the services and estimated total fees for such matters by category and location of service. The projections are updated quarterly and the Committee considers and, if appropriate, pre-approves any amounts exceeding the original estimates.

For non-recurring services, such as special tax projects, due diligence or other tax services, the Committee will review and pre-approve the services and estimated fees by individual project. The projections will be updated quarterly and the Committee will review and, if appropriate, pre-approve any amounts exceeding the original estimates.

Should an engagement need pre-approval before the next Committee meeting, the Committee has delegated to the Committee Chair authority to grant such approval (or if he were unavailable, another Committee member). Thereafter, the entire Committee will review such approval at its next quarterly meeting.

Table of Contents

Compensation Committee

The Compensation Committee of Belden determines, approves and reports to the Board on all elements of compensation for the Company's elected officers. The Committee reviews the design, funding and competitiveness of the Company's retirement programs. The Committee also assists the Company in developing compensation and benefit strategies to attract, develop and retain qualified employees. The Committee operates under a written charter approved by the Board.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee identifies, evaluates and recommends nominees for the Board for each annual meeting (and to fill vacancies during interim periods); evaluates the composition, organization, and governance of the Board and its committees; and develops and recommends corporate governance principles and policies applicable to the Company. The Nominating and Corporate Governance Committee will consider nominees recommended by stockholders if such nominations are submitted to the Company prior to the deadline for proposals to be included in future proxy statements as noted above under the caption *Nomination of Director Candidates*.

The Committee's responsibilities with respect to its governance function include considering matters of corporate governance and reviewing and revising the Company's corporate governance guidelines and its code of ethics (Conflicts of Interest and Ethical Conduct Policy, which applies to all Company employees, officers and directors). Mr. Cressey, a Committee member, presides over all non-management executive sessions of the Board. The Committee is governed by a written charter approved by the Board.

Corporate Governance

Current copies of the Audit, Compensation and Nominating and Corporate Governance charters, as well as the Company's governance principles and code of ethics, are available on the Company's website at www.belden.com under the heading Corporate Governance. Printed copies of these materials are also available to stockholders upon request, addressed to the Corporate Secretary at 7701 Forsyth Boulevard, Suite 800, St. Louis, Missouri 63105.

Communications with Directors

The Company's Board has established a process to receive communications from stockholders and other interested parties. Stockholders and other interested parties may contact any member (or all members) of the Board (including Bryan Cressey, the presiding director for non-management director meetings), any Board committee or any chair of any such committee by U.S. mail, through calling the Company's hotline or via e-mail.

To communicate with the Board, any individual director or any group or committee of directors, correspondence should be addressed to the Company's Board or any such individual directors or group or committee of directors by either name or title. All such correspondence should be sent c/o Corporate Secretary at 7701 Forsyth Boulevard, Suite 800, St. Louis, MO 63105. To communicate with any of our directors electronically or through the Company's hotline, stockholders should go to our corporate website at www.belden.com. Under the headings Corporate Governance, you will find the Company's hotline number (with access codes for dialing from outside the U.S.) and an e-mail address that may be used for writing an electronic message to the Board, any individual directors, or any group or committee of directors. Please follow the instructions on our website to send your message.