

SCIENTIFIC-ATLANTA, INC.
BOARD CORPORATE GOVERNANCE GUIDELINES
(Amended June 21, 2005)

Purpose

The Board of Directors of Scientific-Atlanta, Inc. (the “Company”) and its committees shall take appropriate actions to set the overall corporate tone for ethical behavior, sound business practices and quality financial reporting. The Board shall engage in active, independent and informed oversight of the Company’s business and affairs, including its senior management. In order to improve the effectiveness of such oversight, the Board has adopted these corporate governance guidelines to establish and preserve the independence and objectivity of directors by eliminating conflicts of interest and undue influence or control by management of the Company, and to provide directors with timely and sufficient information and analysis necessary to the discharge of their oversight responsibilities.

Qualification Standards

The Board shall review from time to time the skills, experience and characteristics of the current Board members and the needs of the Board and its committees to carry out their functions effectively. In evaluating the suitability of individual Board members, the Board will consider many factors, including integrity, character, mature judgment, independence, financial literacy, experience with similar companies and understanding of the Company’s business. In general, the Board believes that its membership should reflect a diversity of experience, gender, race and ethnicity.

Independence. The Board shall consider the rules and regulations relating to director independence of the Securities and Exchange Commission (“SEC”) and The New York Stock Exchange (“NYSE”), and other non-employee director requirements, when appointing a new director or filling committee assignments. At least a majority of the Board will at all times be comprised of directors who meet the criteria for independence required by the NYSE and the SEC.

Change In Corporate Affiliations. Directors who change the primary job responsibility they had when last elected to the Board shall submit a letter of resignation to the Governance and Nominations Committee (the “Governance Committee”) so that the Governance Committee and the Board can determine, on a case-by-case basis, whether their Board membership would continue to be free from conflict of interest and is otherwise appropriate and whether current committee assignments are appropriate given the change.

Limits on Number of Other Boards. It is recognized by the Board that service by the directors on other outside boards can be beneficial. At the same time, service on the boards of publicly-held companies place considerable demands on directors. Except as approved by the Governance Committee, Directors shall not serve on more than six SEC reporting companies.

Mandatory Retirement and Term Limits. The Board believes that it is in the best interest of the Company if as a matter of normal practice Directors do not serve beyond the age of 72. The Board's policy is that no person who would be over the age of 69 at the time of the meeting at which such person would be elected will be recommended for election or re-election to the Board. In special and unusual cases, the Governance Committee may make exceptions to this retirement policy. Other than this retirement policy, the Board does not believe it should limit the number of terms for which an individual may serve as a director because directors who have served on the Board for an extended period of time are able to provide valuable insight into the Company's operations and prospects based on their experience with the Company.

Selection Process for New Board Members. The Board shall consider new Board candidates in accordance with the process set forth in Appendix A hereto. The Governance Committee will consider nominations recommended by shareholders for directors who meet the minimum director qualifications and Board composition requirements set forth in Appendix A. Nominations must satisfy the process set forth in Appendix A and the procedures for nominations of directors set forth in the Company's By-laws, and must be in writing and addressed to Chairman, Governance and Nominations Committee, in care of the Office of the Corporate Secretary, Scientific-Atlanta, Inc., P.O. Box 465447, 5030 Sugarloaf Parkway, Lawrenceville, GA 30042.

Director Responsibilities

In addition to providing oversight and strategic guidance to the Company's senior management, the Board shall perform a number of specific functions, including, but not limited to:

1. Selecting, evaluating and compensating the CEO and overseeing CEO succession planning;
2. Annually appointing the Company's corporate officers and providing counsel on the evaluation, development and compensation of senior management;
3. Reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
4. Reviewing and monitoring the Company's financial objectives, strategic plans and significant actions, including significant capital allocations and expenditures;
5. Assessing corporate performance and operating results against the Company's strategic business plans and understanding the assumptions upon which these plans are based;
6. Annually reviewing one-year operating plan that reflects strategic milestones;
7. Assessing major risks facing the Company and reviewing options for their mitigation;
8. Reviewing the Company's dividend policy on a quarterly basis;
9. Ensuring the ethical behavior and legal and regulatory compliance of the Company; and

10. Ensuring governance processes are in place for maintaining the integrity of the Company's financial statements, the integrity of compliance with law and ethics, the integrity of relationships with customers and suppliers, and the integrity of relationships with shareholders and other stakeholders.

Code of Conduct and Conflicts of Interest. Each director shall maintain the Company's standards of conduct and integrity, including complying with the Company's Code of Conduct. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Governance Committee. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Company shall not enter into any contract, agreement or other arrangement (hereafter collectively "arrangement") involving a payment (other than regular director's fees and compensation) to a non-management director unless, after considering all material and relevant facts, the Governance and Nominations Committee determines by vote of a majority of the disinterested directors that the arrangement is fair to the Company and is otherwise appropriate.

Attendance. The Board has five regularly 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. The chair of the Board and of each committee has the flexibility to call a special meeting in his or her discretion. Each director is expected to commit the time necessary to prepare for, attend (in person or telephonically) and actively participate in regular and special meetings of the Board and committees on which they serve as needed to properly discharge his or her Board responsibilities. The Board has not adopted a policy limiting the number of boards on which a director may sit, but directors should take into consideration the time commitment for service on the Company's Board when deciding to sit on a new board.

Non-Management and Independent Director Sessions. The non-employee members of the Board shall meet at least four times a year without management present; provided however, that at least one of the four non-management director sessions shall be attended only by the independent members of the Board. The purpose of these executive sessions shall include review of board policies, processes and practices, Company strategy, review of management performance, management succession plans and establishing key practices that promote professionalism, integrity, transparency, legal compliance and high ethical standards within the Company. A lead director shall be elected annually by the Board to preside over the non-management and independent director sessions. The lead director shall serve as the liaison between the non-management directors and the Chairman of the Board to ensure consistent communications in a timely manner between the non-management directors and management. Additionally, the lead director shall set the Board agenda in collaboration with the Chairman and have the ability to call special meetings of the Board.

Advance Review of Meeting Materials. Information and data which are important to the Board's understanding of the business and proposed Board actions will be distributed in writing to the Board before the Board meets. Management will make every attempt to provide concise, relevant pre-meeting materials.

Director Orientation and Continuing Education. The Company's general counsel, vice president of human resources, chief compliance officer and chief financial officer shall be responsible for providing orientation materials for new directors, and for periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties.

Director Evaluation. The Board and its committees shall conduct a self-evaluation periodically (and at least as often as required by applicable SEC and NYSE rules) to determine whether it and its committees are functioning effectively.

Director Compensation

The Governance Committee shall have responsibility for recommending to the Board compensation and benefits for non-employee directors. In discharging this duty, the Governance Committee shall be guided by the following goals:

- compensation should fairly pay directors for work required in a company of similar size and scope of the Company;
- the structure of the compensation should be simple, transparent and easy for shareholders to understand;
- compensation should align directors' interests with the long-term interests of shareholders; and
- the Board's policy that each director should hold Company stock at a level of three times the annual retainer for outside directors.

The Governance Committee shall review on an annual basis the form and amount of director compensation and benefits, including the annual retainer fee, the retainer fee for committee chairs, the annual stock award, the annual retirement award and the annual option grant.

Board Committees

The Board has the following standing committees:

- The Audit Committee, which selects the Company's independent auditors, evaluates the audit services and establishes policies on auditor rotation as appropriate based on its evaluations of audit services, evaluates the Company's financial, accounting and audit policies, functions and systems, and approves the engagement of independent auditors to provide non-audit services;
- The Executive Committee, which acts for the Board between meetings, subject to certain limitations;
- The Governance and Nominations Committee, which considers nominations for directors, provides oversight of Board governance (including issues concerning size, committee structure, membership and compensation of the Board), ensures the ethical

behavior and legal and regulatory compliance of the Company and ensures that governance processes are in place for maintaining the integrity of the Company's financial statements and the integrity of relationships with customers, suppliers shareholders and other stakeholders;

- The Human Resources and Compensation Committee (“HRCC”), which makes determinations as to the compensation and benefits to be paid to the Company's officers and key employees; and
- The Pension Committee, which monitors the Company's qualified retirement plans to determine whether they are adequately funded and that funds are properly invested, reviews the performance of firms which provide investment advice and services to the Company on pension investment matters, and reviews material changes to the Company's retirement plans.

The Board has the flexibility to form a new committee or subcommittee, or disband a current committee or subcommittee, at any time depending upon the circumstances and subject to the Georgia Business Corporation Code, SEC rules and regulations, NYSE listed company rules, Internal Revenue Code (“IRC”) requirements, and any other regulatory requirements. In addition, the Board shall consider applicable SEC, NYSE and IRC requirements when filling committee assignments with independent, non-employee directors as appropriate. The Governance Committee annually reviews the members of the Board committees and rotates committee chairs and members as appropriate to ensure that the committees are functioning properly and are productive.

Board Relationship with Management and Access to Independent Advisors

CEO Selection and Succession Planning. The Board selects the Company's CEO and Chairman in a manner that it determines to be in the best interests of the Company's stakeholders. The HRCC reviews the CEO's performance on an annual basis and determines the specific criteria on which CEO performance is evaluated. The Governance Committee periodically reviews the Company's policies regarding management succession in the event of an emergency or retirement of the CEO.

Access to Senior Management. Board members shall have full and free access to the officers, employees and the books and records of the Company. The CEO will, as appropriate, invite senior managers to attend Board meetings.

Access to Independent Advisors. The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors. In addition, the Company's Vice President of Internal Audit and Vice President and Chief Compliance Officer each have a direct reporting line to the Audit Committee.

Management and Outside Boards. The primary obligation of the CEO is to the Company, but it is recognized that service by the CEO on outside boards can be beneficial. Prior to accepting a new outside director position, the CEO shall discuss the outside board position with the Board. In addition, all outside board positions, except board positions with non-profit organizations, of the Company's corporate officers must be approved by the Governance Committee. Except as approved by the Governance Committee, corporate officers shall not serve on more than two SEC reporting companies.

Management Stock Ownership. In order to align the interests of officers and shareholders, executive officers of the Company are encouraged to hold Company stock at a level of one times their annual salary and three times annual salary in the case of the CEO.

Board Relationship with Shareholders and Others

Attendance at Annual Shareholders Meetings. Each director is expected to be present at the annual shareholders meeting and to be available to respond to appropriate questions. Any director not able to attend an annual shareholders meeting shall notify the Chairman of the Board in advance.

Shareholder and Other Communications with the Board. Any person, including any shareholder, who has a concern about the Company's governance, by-laws, corporate conduct, business ethics or financial practices may communicate that concern to the Board of Directors by writing to the Board in care of the Office of the Corporate Secretary, Scientific-Atlanta, Inc., P.O. Box 465447, 5030 Sugarloaf Parkway, Lawrenceville, GA 30042. Concerns and proposed amendments to the Company's by-laws communicated to the Board in the manner set forth in the foregoing sentence will be addressed through the Company's regular procedures for addressing such matters. Depending on the nature of the concern, it may be referred to the Company's compliance officer, the internal audit department, the legal or finance department or other appropriate departments. As they deem necessary or appropriate, the chairs of the Governance Committee and the Audit Committee may direct that certain concerns communicated to them be presented to the non-management directors as a group or that they receive special treatment, including the retention of outside counsel or other outside advisors. The status of concerns and proposed by-law amendments communicated to the Board, other than trivial or obscene items, will be reported periodically to the chair of the Governance Committee and the Audit Committee, as appropriate. In addition, the Company shall publish on its website procedures for communicating any concerns regarding financial statement disclosures, accounting, internal accounting controls or auditing matters directly to the Audit Committee by calling an Audit Committee hotline that is completely administered by a third party.

APPENDIX A: SELECTION PROCESS FOR NEW BOARD CANDIDATES

1. The Governance and Nominations Committee shall regularly assess the appropriate size of the Board, and whether any vacancies on the Board are expected due to retirement or otherwise. In addition, the Governance and Nominations Committee shall regularly evaluate the structure of the Board and whether there are any specific qualities or skills that would complement the existing strengths of the Board or otherwise satisfy the Board composition principles set forth below.
2. In the event that vacancies are anticipated, or otherwise arise, the Chair of the Governance and Nominations Committee shall initiate a search with specific criteria. Candidates may come to the attention of the Governance and Nominations Committee through current Board members, professional search firms, shareholders or other persons; provided however, that any shareholder nominations for director must comply with the procedures set forth in the Company's By-laws.
3. An initial slate of candidates that satisfies specific criteria determined above and the minimum director qualifications set forth below will be identified and presented to the Governance and Nominations Committee. A background check will be conducted to ensure that all director candidates qualify for membership on the Board and otherwise satisfy the Board composition considerations set forth below.
4. The Chairman of the Board and at least one member of the Governance and Nominations Committee will interview prospective candidate(s).
5. The full Board will be kept informed of progress.
6. The Governance and Nominations Committee shall meet to consider and approve a final candidate (conduct interviews as schedules permit).
7. The Governance and Nominations Committee, based on background information and the information obtained in interviews, shall determine whether to recommend to the full Board that a candidate be nominated to the Board.

Minimum Director Qualifications:

Members of the Board of Directors should have:

- the highest professional and personal ethics and values,
- broad experience at the policy-making level in business, government, education, technology or public interest,
- ability to provide insights and practical wisdom based on their experience and expertise,
- commitment to enhancing stockholder value,

- sufficient time to effectively carry out their duties; their service on other boards of public companies should be limited to a reasonable number, and
- independence, as defined by applicable Securities and Exchange Commission and New York Stock Exchange Listed Company rules.

Board Composition:

The Governance and Nominations Committee identifies, investigates and recommends prospective directors to the Board with the goal of creating a balance of knowledge, experience and diversity. Candidates for Director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Corporation and the long-term interests of stockholders. In conducting this assessment, the Committee considers diversity, skills, and such other factors as it deems appropriate given the current needs of the Board and the Corporation, to maintain a balance of knowledge, experience and capability.