

METHODE ELECTRONICS, INC.
CORPORATE GOVERNANCE GUIDELINES

1. Director Qualifications

The Board will be composed of a majority of directors who meet the criteria for independence required by any applicable laws, rules and regulations, including the standards of the NYSE, as determined by the Board of Directors in its business judgment.

No director may serve on more than three other public company boards. Directors should advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public or private company board (other than nonprofit company boards).

2. Director Responsibilities

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, directors, absent indications to the contrary, are entitled to rely on the honesty and integrity of the Company's officers and key employees and its outside advisors and auditors.

Directors are expected to attend Board and shareholder meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the directors' understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting (whenever practicable), and directors should review these materials in advance of the meeting.

Independent directors shall hold regularly scheduled executive sessions at which only independent directors are present.

The directors shall be entitled to Company-purchased directors' and officers' liability insurance on their behalf, the benefits of indemnification to the fullest extent permitted by law and the Company's charter, bylaws and any indemnification agreements, and to exculpation as provided by state law and the Company's charter.

Directors should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities.

3. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. All of the members of these committees will be independent directors under the criteria established by applicable laws, rules and regulations, including the standards of the NYSE.

Each committee will have its own charter, approved and amended from time to time by the Board. The charters will set forth the purposes and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations, and committee reporting procedures to the Board. The charters will also provide that each committee will review and reassess the adequacy of its charter on an annual basis.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

4. Director Access to Officers and Employees

Directors shall have full access to all officers and employees of the Company for all purposes reasonably related to Board responsibilities. Except for Committee Chairs in the exercise of their committee responsibilities, any meetings or contacts that a director wishes to initiate shall be arranged through and coordinated with the Chairman of the Board and the Chief Executive Officer (unless otherwise determined by the Chairman of the Board). The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company, and will keep the Chairman of the Board and the Chief Executive Officer (unless otherwise determined by the Chairman of the Board) informed of any written communications or significant issues concerning such meetings or contacts.

5. Director Access to Independent Advisors

In carrying out its responsibilities, the Board of Directors and its Committees shall have authority to retain independent advisors, at the Company's expense, as it deems necessary and appropriate.

6. Director Compensation

The form and amount of director compensation will be recommended by the Nominating and Governance Committee, and ratified by the Board. A review of director compensation will be conducted annually by the Nominating and Governance Committee.

7. Director Orientation

All new directors are encouraged to participate in a director orientation program within a reasonable period of time after being elected to the Board.

8. Chief Executive Officer Evaluation

The Nominating and Governance Committee will conduct an annual review of the Chief Executive Officer's performance, and report the results of such review to the Compensation Committee. The Board of Directors will review the Nominating and Governance Committee's report in order to ensure that the Chief Executive Officer is providing leadership for the Company.

9. Waivers of the Code

The Board shall have responsibility to review and approve waivers of the Company's Code of Business Conduct for Company directors, officers and employees.

10. Management Succession

The Board of Directors receives recommendations from the Nominating and Governance Committee regarding succession planning relating to the Chief Executive Officer and consults with the Chief Executive Officer on succession planning for other members of senior management.

11. Presiding Director

The role of the Presiding Director is to preside at executive sessions of the independent directors. If the Chairman is an independent director, the Chairman shall serve as Presiding Director. If the Chairman is not an independent director, the independent Vice Chairman of the Board shall serve as Presiding Director.

12. Annual Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively.

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