



Corporate Governance Principles

Adopted as of November 2, 2011

Roles and Responsibilities of the Board

- It is the duty of the Board to oversee the chief executive officer and other senior management in the competent and ethical operation of the Company and to exercise its business judgment to act in what it reasonably believes to be the best interests of the Company and its shareholders. Specific responsibilities of the Board in fulfilling this duty include:
 - The selection and evaluation of the CEO, and overseeing CEO succession planning.
 - Advising the CEO and management on the Company's fundamental strategies.
 - Reviewing and approving the CEO's objectives, at least annually
 - Approving acquisitions, divestitures and other fundamental corporate actions.
 - Advising the CEO on the performance of senior management, and fundamental organizational changes, including succession planning.
 - Approving the annual operating financial plan.
- Directors shall attend all Board meetings to the extent reasonably possible, and, absent exigent circumstances, shall attend no fewer than 75% of Board meetings. Directors shall review meeting materials in advance.
- The Board may conduct or authorize investigations into or studies of matters within the Board's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisers as it deems necessary whether or not in connection with such investigations.
- Directors have complete access to all Company officers and employees. The Company facilitates regular interactions between directors and senior management; in addition, directors are encouraged to visit with senior management of the Company, and to visit the Company's facilities.

Board Composition

- The number of directors on the Board should not exceed a number that can function efficiently as a body. The Board believes that, given the size and breadth of the Company and the need for diversity of Board views, the size of the Board should be approximately 7-10 directors.
- A majority of the members of the Board should and do qualify as independent directors under all applicable regulations, including the rules of the NYSE and the SEC.
- Each director shall stand for election by the shareholders on an annual basis.

- The Board has established a lead independent director. It is the general policy of the Board to rotate the lead independent director every three years. The lead independent director shall have the following roles and responsibilities:
 - to facilitate regular meetings of the Company's non-management directors (without management present) and to set the agenda and establish the frequency of these meetings;
 - to collaborate with the Chairman of the Board on the agenda for Board meetings; and
 - to act as a liaison to shareholders who request direct communication with the Board.

- Prior to any substantial change in a Director's professional roles and responsibilities, such as a change in principal occupation or joining the board of another company, the Director shall provide notice with the relevant details to the Chairman of the Corporate Governance and Nominating Committee. The Chairman shall consider, along with the Chairman of the Board and the other members of the Corporate Governance and Nominating Committee, whether such a change would directly or indirectly impact that Director's ability to fulfill his or her directorship obligations. If the Committee determines that it would, the Committee shall bring the matter to the attention of the Company's Board of Directors (excluding the Director at issue). The Board would then consider the matter and, if the Board agrees that the change would directly or indirectly impact that Director's ability to fulfill his or her directorship obligations, this will be communicated back to the Director who shall, if requested, resign from the Board.

- The Board does not believe that arbitrary term or age limits are appropriate.

- Directors may not serve on more than 5 public company Boards (or 3 in the case of the Company's CEO), including Quantum.

Identifying and Evaluating Nominees for Director

To address its responsibility to identify, evaluate and recommend prospective director nominees to the Board, the Corporate Governance and Nominating Committee has adopted the following procedures:

- The Committee regularly reviews the current composition and size of the Board.

- The Committee annually evaluates the performance of the Board as a whole and the performance and qualifications of individual members of the Board eligible for re-election at the annual meeting of shareholders.

- In evaluating and identifying candidates, the Committee has the authority to retain and terminate any third party search firm that is used to identify director candidates, and has the authority to approve the fees and retention terms of any search firm.

- The Committee reviews the qualifications of any candidate who has been properly recommended or nominated by a shareholder, as well as any candidate who has been identified by management, individual members of the Board or, if the Committee determines, a search firm. Such review may, in the Committee's discretion, include a review solely of information provided to the Committee or may also include discussions with persons familiar with the candidate, an interview with the candidate or other actions

that the Committee deems proper, including the retention of third parties to review potential candidates.

- The Committee evaluates each candidate in light of the general considerations and specific qualifications specified below under “Director Qualifications”.
- After reviewing and considering all candidates presented to the Committee, the Committee recommends a slate of director nominees to be approved by the full Board.
- The Committee endeavors to promptly notify, or cause to be notified, all director candidates of its decision as to whether to nominate such individual for election to the Board.
- Final approval of a candidate is approved by the full Board.

Majority Voting Policy

- The Board endorses the principle of using a majority vote standard for director elections as set forth in the Company’s Bylaws and the following guidelines.
- In an uncontested election of directors (i.e. an election in connection with which none of our stockholders has provided our Secretary notice of an intention to nominate one or more candidates to compete with the Board’s nominees or in connection with which stockholders have withdrawn all such nominations by the tenth day preceding the date we mail our notice of meeting to our stockholders), if any nominee for director receives a greater number of votes “against” his or her election than votes “for” his or her election (a “Majority Against Vote”), the Board expects such director to tender his or her resignation promptly following the Majority Against Vote for consideration by the Corporate Governance and Nominating Committee.
- The Corporate Governance and Nominating Committee will then promptly consider the resignation, taking into account all of the factors the Committee deems relevant, and recommend to the Board the action to be taken with respect to such director, which can range from accepting the resignation, to maintaining the director but addressing what the Committee believes to be the underlying cause of the Majority Against Vote, to resolving that the director not be re-nominated for election in the future, to recommending against accepting such director’s resignation.
- The Board will then consider and act on the Corporate Governance and Nominating Committee’s recommendation. In reviewing such recommendation, the Board will consider the factors considered by the Corporate Governance and Nominating Committee and such additional information and factors (if any) as the Board believes to be relevant. The Board expects any director who is subject to a Majority Against Vote to abstain from participating in the Corporate Governance and Nominating Committee’s recommendation and the Board’s consideration of the action to be taken with respect to his or her resignation.
- To the extent that one or more directors’ resignations are accepted by the Board, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.

- If a majority of the members of the Corporate Governance and Nominating Committee receive a Majority Against Vote at the same election, then a Board committee shall be formed solely for the purpose of considering such resignations, composed of at least three independent directors (as defined elsewhere in these Corporate Governance Principles), none of whom shall have received a Majority Against Vote at the most recent stockholder meeting; provided, however, that if there are fewer than three independent directors then serving on the Board who have not received Majority Against Votes at the most recent stockholder meeting, then the Board committee shall be comprised of all the independent directors, and the Board expects each independent director who received a Majority Against Vote at the most recent stockholder meeting to recuse himself or herself from the Board committee and Board's deliberations and voting with respect to his or her individual resignation.
- The Board shall only nominate for election or reelection as a director a candidate who has agreed to promptly tender an irrevocable resignation if he or she receives a Majority Against Vote at any stockholder meeting where majority voting is applicable, which resignation shall automatically become effective in the event that the Board accepts such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender the same form of irrevocable resignation.
- In a contested election of directors (i.e., an election in connection with which a stockholder has provided our Secretary notice of an intention to nominate one or more candidates to compete with the Board's nominees and such nomination has not been withdrawn by the tenth day preceding the date we mail our notice of meeting to our stockholders), directors are elected using a plurality standard, which means that the nominees who receive the most affirmative votes are elected to serve as directors.

Director Qualifications

- General Considerations. A candidate will be considered in the context of the current perceived needs of the Board as a whole. Generally, candidates and nominees must reflect a Board that is comprised of directors who (i) are of high integrity, (ii) have qualifications that will increase overall Board effectiveness and (iii) meet other requirements as may be required by applicable rules, such as financial literacy or financial expertise with respect to audit committee members.
- Specific Qualifications. In addition, the following specific qualifications may be considered:
 - The current size and composition of the Board, and the needs of the Board and its committees.
 - Previous experience serving on a public company board, or as a member of the senior management of a public company.
 - Whether the candidate would be an independent director as defined under all applicable regulations, including the rules of the NYSE and the SEC.
 - The possession of such knowledge, experience, skills, expertise and diversity so as to enhance the Board's ability to manage and direct the affairs and business of the Company.
 - Key personal characteristics such as strategic thinking, objectivity, independent judgment, integrity, intellect, and the courage to speak out and actively participate in meetings.

- Knowledge of, and familiarity with, information technology.
- The absence of conflicts of interest with the Company's business.
- A willingness to devote a sufficient amount time to carry out his or her duties and responsibilities effectively, including, at a minimum, a commitment to attend at least 6 Board meetings per year and serve on a committee.
- Whether the candidate is committed to serve on the Board for an extended period of time.
- Diversity of thinking or background.
- Such other factors as the Corporate Governance and Nominating Committee may consider appropriate.

Shareholder Recommendations and Nominations for Director

- Recommendations. It is the policy of the Corporate Governance and Nominating Committee to consider recommendations for candidates to the Board from shareholders.
 - A shareholder that desires to recommend a candidate for election to the Board must direct the recommendation in writing to Quantum Corporation, attention: Company Secretary, 1650 Technology Drive, San Jose, CA 95110. The letter must include the candidate's name, contact information, detailed biographical data, relevant qualifications (in light of the Company's established director considerations, as described above), information regarding any relationships between the candidate and the Company, a statement from the recommending shareholder in support of the candidate, references, and a written indication by the candidate of her or his willingness to serve, if elected.
- Nominations. A shareholder that desires to nominate a person directly for election to the Board must meet the deadlines and other requirements set forth in Section 2.5 of Quantum's Bylaws, and the rules and regulations of the Securities and Exchange Commission. Quantum's Bylaws can be found at the corporate governance section of Quantum's website (www.quantum.com).

Role, Composition and Responsibilities of Committees

- Currently the Company has three committees: the Audit Committee, the Leadership and Compensation Committee and the Corporate Governance and Nominating Committee. Each of these committees must operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, and the applicable rules of the SEC and the NYSE. These committees are made up solely of independent directors.
- The Corporate Governance and Nominating Committee recommends to the Board the roles and responsibilities, membership and chairs of each committee, in consultation with the Chairman of the Board.
- The chair of each committee determines the frequency, length and agenda of meetings of the committee. Sufficient time to consider the agenda items is provided. Materials related

to agenda items are provided to the committee members sufficiently in advance of the meeting to allow the members to prepare for discussion of the items at the meeting.

Meetings of Non-management Directors

- The Board will have at least four regularly scheduled sessions a year for the non-management directors without management present. The lead independent director will set the agenda and act as chair at these meetings.

Ethics; Conflicts of Interests; Reporting of Concerns

- The Company expects its directors, officers and employees to act ethically at all times and, at least annually, to acknowledge their adherence to the policies comprising the Company's code of business conduct and ethics, "The High Road."
- If a conflict of interest arises for a director or senior officer, that person shall promptly inform the Chairman of the Corporate Governance and Nominating Committee, who, in consultation with the Chairman, will determine if the matter needs to be brought to the attention of the full Board. The Board shall resolve any conflict of interest question involving the CEO or senior management, based upon the recommendation of the Corporate Governance and Nominating Committee. If the Board agrees that a conflict of interest would directly or indirectly impact a director's ability to fulfill his or her directorship obligations, and that the conflict cannot be adequately addressed in another manner, this will be communicated back to the director who shall, if requested, resign from the Board.
- Interlocking director relationships are prohibited. In other words, directors who are also officers of the Company cannot serve on another director's Board if that director is also an officer of that company.
- Anyone who has a concern about the Company's conduct, or about the Company's accounting, internal accounting controls or auditing matters, may communicate that concern to the independent directors, including any member of the audit committee. Such communications may be confidential and anonymous, and may be reported by phone or via the world wide web to the toll-free phone number or internet address published on the Company's website. All such concerns will be promptly forwarded to the appropriate directors for their review. The independent directors may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them. The Company's code of business conduct and ethics prohibits any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.

Management Evaluation, Compensation and Succession

- The Board is responsible, at least annually, for: i) reviewing and approving the CEO's objectives; ii) evaluating the performance of the CEO in light of these objectives; and iii) approving the compensation package of the CEO. At least annually, the Board shall also review with the CEO the performance and compensation of senior management.
- The Leadership and Compensation Committee is responsible for overseeing the process of conducting the CEO and senior management evaluations, and for conducting an annual review of the compensation packages of the CEO and senior management, and making recommendations to the full Board on all elements of the compensation packages

to ensure they are reasonable, performance-based and aligned with the Company's strategic plans and objectives.

- The Board periodically reviews and maintains a CEO succession plan, including an emergency succession plan.
- The Company's active stock option plans prohibit repricing.

Director Evaluation

- The Board and each of the committees will perform an annual self-evaluation, which will be overseen by the Corporate Governance and Nominating Committee, to determine their effectiveness and opportunities for improvement. In addition, the Board self-evaluation will periodically include performance reviews of individual directors.
- These self-assessments shall be performed at a time determined by the Corporate Governance and Nominating Committee. Prior to the self-assessments, the Corporate Governance and Nominating Committee shall prepare a questionnaire, which will be sent to each director and answered both with respect to the full Board and with respect to the committee[s] on which the director serves.
- The directors are asked to provide responses to an individual named by the Corporate Governance and Nominating Committee for collating and discussion with the CEO, the Chairman of the Board and other committee chairs. Except for any comments relating to individual directors, the comments would then be organized and summarized for discussion at the following Board and committee meetings. Any comments about individual directors will be directed for their consideration to the CEO, Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee, and to the other committee chairs if appropriate.

Director Compensation

- The Leadership and Compensation 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 three goals: i) compensation should fairly pay directors for work required in a company of the Company's industry, size and market capitalization; ii) compensation should align directors' interests with the long-term interests of the Company's shareholders; and iii) the structure of the compensation should be simple, transparent and easy for shareholders to understand. At the end of each year, the Leadership and Compensation Committee shall review non-employee director compensation and benefits.

Stock Ownership Guidelines

- The Chief Executive Officer and each director is expected to hold common stock of the Company in an amount equal to at least three-times annual base salary for the Chief Executive Officer and three-times annual Board cash retainer for each director. The following provisions apply to these stock ownership guidelines:
 - Included shares: stock purchased on the open market, stock acquired through exercise of stock options, stock acquired through purchases under the ESPP, vested restricted stock and restricted stock units, stock beneficially owned in a trust and stock held by a spouse and/or minor children.

- Excluded shares: outstanding stock options (vested and unvested), unvested restricted stock and restricted stock units and unearned performance shares and performance share units.
- Time period for achieving: the later of (i) 5 years from the date of adoption of these stock ownership guidelines; or (ii) 5 years from the date a director or Chief Executive Officer first becomes subject to these stock ownership guidelines. If the dollar value requirement increases due to base salary/retainer increases, the incremental value increase must be met within 5 years.
- Measurement/Calculation. Compliance with these guidelines will be measured as of the last day of each fiscal year. The stock value will be calculated as of the last day of each fiscal year and will be equal to the higher of (i) the actual cost of the shares of stock held (which includes the purchase price of shares of stock on the date of purchase, the value of shares of stock acquired on the date of exercise of stock options or the value of shares of stock acquired on the date of vesting of restricted stock and restricted stock units) or (ii) the fair market value of the shares of stock on the last day of the fiscal year.
- Holding Periods. There are no holding period requirements with respect to any stock grants or stock awards, whether or not the stock ownership guidelines have been met.

Director Orientation and Continuing Education

- The Company has a full orientation process for new Board members that includes meetings with key management, visits to Company facilities and materials or briefing sessions on subjects that would assist them in discharging their duties.
- Directors are encouraged to pursue ongoing education and development studies on topics that they deem relevant given their individual backgrounds and committee assignments. During the Company's fiscal year 2011, at least two directors attended a director education programs accredited by the ISS and the American College of Directors.

Board Process; Agenda

- The Chairman of the Board sets the agenda for Board meetings, in collaboration with the Company's lead independent director. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chair of that committee. Any member of the Board may request that an item be included on the agenda.
- Board discussions will encourage independent thinking among Board members and management will solicit Board members' thinking and suggestions as to how the Company's strategy and operations can best serve the long-term interests of the shareholders.
- Board materials related to agenda items are provided to Board members sufficiently in advance of Board meetings to allow the directors to prepare for discussion of the items at the meeting.
- At the invitation of the Board, members of senior management recommended by the Chairman of the Board and CEO attend Board meetings or portions thereof for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the manager responsible for that area of the Company's operations.

Periodic Review and Disclosure

- These principles are reviewed by the Board periodically as appropriate, and at least annually.
- These principles along with the Committee Charters will be disclosed on the Company's website and, as appropriate, each year in the Company's annual proxy statement.