GENERAL CABLE CORPORATION

Corporate Governance Principles and Guidelines

The following principles and guidelines have been approved by the Board of Directors and, along with the Company's Bylaws and the charters of the Board committees, provide the framework for governance of General Cable Corporation and its subsidiaries (the "Company").

1. **Role of Board and Management.** General Cable's business is conducted by its employees, managers and officers under the direction of the chief executive officer (the "CEO") and the oversight of the Board in order to enhance the long-term value of the Company for its shareholders. The Board of Directors is elected by the shareholders to oversee management and to enhance the long-term interests of General Cable's shareholders.

2. **Board Functions.** The Board of Directors generally has scheduled meetings each year at which it reviews and discusses reports by management on the performance of the Company, the Company's condition and prospects and immediate issues important to the Company. Beyond its general oversight of management, the Board and its committees perform a number of specific functions, including: (a) review, approval and monitoring of fundamental business and financial strategies and major corporate actions; (b) assessment of significant risks facing the Company and review of opportunities to reduce them; (c) ensuring processes are established to maintain the integrity of the Company, particularly integrity of the Company's financial statements, integrity of compliance with our Code of Ethics and the integrity of relationships with customers and suppliers; (d) selection, evaluation and compensation of the CEO and oversight of CEO succession planning; and (e) providing advice and oversight on the selection, evaluation, development and compensation of senior management.

3. **Director Qualifications and Responsibilities.** Directors of our Company should possess the requisite experience, qualifications, attributes and skills for service on the Board of Directors of a U.S. public company so that they can provide sound and prudent guidance with respect to all of the Company's operations and interests. Directors must have an inquisitive and objective perspective, practical experience and maturity of judgment. In addition, directors should have the highest personal and professional values, ethics, and integrity and should be committed to represent and advance the long-term interests of the Company's shareholders. General Cable aims to have a diverse Board representing experiences in business, finance, technology, global markets, and other disciplines relevant to General Cable's business activities. In considering the nature and scope of experience encompassed by the directors or nominees for director, General Cable evaluates each individual in the context of the Board as a whole taking into account relevant factors including independence, diversity, including gender and ethnicity, personal skills, and industry background.

Directors are expected to attend all scheduled Board and committee meetings and to be prepared for the meetings by reviewing the materials provided to them in advance of the meetings. Absent unusual circumstances, each director is expected to attend the annual meeting of shareholders. Directors must be willing to devote sufficient time to carry out their duties and responsibilities effectively and should be committed to serve on the Board for an extended period of time. Directors should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities that would adversely affect their ability to fulfill their duties and responsibilities as directors.

Directors who also serve as CEO or in equivalent positions should not serve on more than two boards of public companies in addition to the Company's Board, and other directors should not serve on more than four other boards of public companies. In certain circumstances, the Board may determine that positions in excess of these limits may be maintained if doing so would not impair the director's service on the Company's Board**.**

The Board does not believe that arbitrary term limits on directors' service are appropriate, nor does it believe that directors should expect to be renominated annually until they reach retirement age. The Board does believe that seventy (70) is an appropriate retirement age for outside directors. However, the self-evaluation process described below will be an important determinant of Board tenure.

4. **Director Independence.** A majority of the directors must be independent directors under the New York Stock Exchange (the "NYSE") standards and it is our objective that we remain in compliance with this requirement at all times. The Board believes, however, that directors who do not meet the NYSE independence standards can make valuable contributions to the Board and the Company by virtue of their experience and judgment.

To be considered independent under the NYSE standards, the Board must affirmatively determine that a director does not have any material relationship with the Company. Consistent with NYSE standards, the Board has adopted the following guidelines to assist in determining director independence:

a. A director will not be independent if, within the preceding three years: (i) the director was employed by the Company or received more than $120,000 per year in direct compensation other than director and committee fees and pension or other forms of deferred compensation for prior service; (ii) an immediate family member of the director was employed by the Company as an executive officer or received more than $120,000 per year in direct compensation other than director and committee fees and pension or other forms of deferred compensation for prior service; (iii) the director was employed by or affiliated with the Company's present or former internal or external auditor; (iv) an immediate family member of the director was a partner of the Company's present or former internal or external auditor or employed by the Company's present or former internal or external auditor and personally worked on the Company's audit during that time; (v) a Company executive officer was on the compensation committee of the board of directors of a company which employed the Company director or which employed an immediate family member of the director as an officer; or (vi) the director is an executive officer or employee, or the director's immediate family member is an executive officer, of another company and payments for property or services to or from the Company accounted for the greater of 2% or $1 million of the other company's consolidated gross annual revenues;

b. The following commercial or charitable relationships will not be considered to be material relationships that would impair a director's independence: (i) if a director is an executive officer of another company that does business with the Company and the annual sales to, or purchases from, the Company are less than one percent of the gross annual revenues of the company he or she serves as an executive officer; (ii) if a Company director is an executive officer of another company which is indebted to the Company, or to which the Company is indebted, and the total amount of either company's indebtedness to the other is less than one percent of the total consolidated assets of the company he or she serves as an executive officer; and (iii) if a Company director serves as an officer, director or trustee of a charitable organization, and the Company's discretionary charitable contributions to the organization are less than one percent of that organization's total annual charitable receipts. The Board will periodically review all commercial and charitable relationships of directors.

c. For relationships not covered by the guidelines, in subsection (b) above, the determination of whether the relationship is material or not, and therefore whether a director would be independent or not, shall be made by the directors who satisfy the independence guidelines set forth in subsections (a) and (b) above.

Pursuant to these guidelines, each year the Board determines whether each director has any material relationship with the Company.

5. **Board Size and Selection Process.** Directors are elected each year by the shareholders at the annual meeting of shareholders consistent with the Company's certificate of incorporation. Shareholders may propose nominees for consideration by the Corporate Governance Committee by submitting names and supporting information to the Secretary, General Cable Corporation at our headquarters address following the procedure set forth in the Company's Bylaws. After considering the recommendations of the Corporate Governance Committee, the Board proposes a slate of nominees to the shareholders for election to the Board. Between annual shareholder meetings, the Board may, in the case of one or more vacancies, appoint directors to serve until the next annual meeting. The Corporate Governance Committee and the Board periodically review the size of the Board and assess its ability to function effectively and with appropriate expertise and diversity. The Corporate Governance Committee considers diversity in the membership of the Board of Directors as well as in identifying director nominees consistent with the other provisions of these Corporate Governance Principles and Guidelines, the Company's Bylaws, and the charters of the Board's committees.

6. **Manner of Election of Directors.** Article I, Section 5 of General Cable's Bylaws provides for majority voting for the election of directors in uncontested elections. The Board of Directors will nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election, and (ii) Board of Director acceptance of such resignation. In addition, the Board of Directors will fill director vacancies and

new directorships only with candidates who agree to tender, promptly upon their appointment to the Board of Directors, the same form of resignation tendered by other directors in accordance with this Section.

If an incumbent director nominee fails to receive the required vote for re-election in an uncontested election in accord with Article I, Section 5 of General Cable's Bylaws, the Corporate Governance Committee will act on an expedited basis to determine whether to accept the director nominee's resignation and will submit a recommendation for prompt consideration to the Board of Directors. The Corporate Governance Committee and the Board of Directors may take into consideration any factors each deems relevant, including, without limitation, reported reasons for the "against" votes, the director's length of service on the Board of Directors and contributions to General Cable in such role and the effect of the director's resignation on General Cable's compliance with any law, rule, regulation, stock exchange listing standard or contractual arrangement.

After considering the Corporate Governance Committee's recommendation, the Board of Directors will make a determination with respect to the matter within 90 days after the Board of Directors' receipt of the recommendation from the Corporate Governance Committee. Any director whose resignation is under consideration pursuant to this Section may not participate in the Corporate Governance Committee's recommendation or the Board of Directors' decision regarding the resignation acceptance.

If each member of the Corporate Governance Committee does not receive a vote sufficient for re-election, the independent directors who received a sufficient vote for re-election and any newly elected independent directors will appoint a committee among themselves to consider the resignation acceptance and to make a recommendation to the Board of Directors on whether to accept or reject the resignation. If there are only three or fewer directors who received a sufficient vote for re-election or election, as applicable, all directors other than the director who tendered the resignation under review may participate in the decision regarding such resignation acceptance.

7. **Board Committees.** The Board has established the following committees to assist the Board in discharging its responsibilities: (i) Audit; (ii) Compensation; and (iii) Corporate Governance. The purposes, duties and responsibilities of each of these Committees are set forth in their Committee charters. The current charters of these Committees will be published on the Company's website and will be mailed to shareholders on written request. The Committees hold meetings in conjunction with the full Board from time to time.

After considering the recommendations of the Corporate Governance Committee, the Non-Executive Chairman, upon consultation with the other members of the Board, will designate the members and the Chairperson of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees to the committee. Each member of the Audit, Compensation and Corporate Governance Committees will be independent under NYSE standards. In addition, members of the Audit and Compensation Committees must satisfy additional independence criteria, in accordance with requirements of the SEC rules and NYSE standards. Each member of the Compensation Committee must also qualify as a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. The Audit Committee should have one member that qualifies as an "audit committee financial expert" as defined by applicable rules of the SEC and all members should be "financially literate" in accordance with NYSE standards.

8. **Meetings of Non-Employee Directors.** The Board generally will have at least four regularly scheduled meetings a year for the non-employee directors without management present. These sessions usually take place around regularly scheduled Board meetings. The Non-Executive Chairman will preside at such meetings. The non-employee directors may meet without management present at such other times as determined by the Non-Executive Chairman.

9. **Setting Board's Agenda.** The Board is responsible for its agenda. Under General Cable's Bylaws, the Board annually selects one of the non-employee directors to be its Chairman. The Non-Executive Chairman, among other things, leads the Board and serves as effective liaison with the other directors. He is generally responsible for proposing agendas for Board meetings and the Chairman seeks input from the CEO on key issues to be scheduled and discussed during the course of each calendar year. Board members are invited to offer suggestions for issues to be discussed. Prior to each Board meeting, the Non-Executive Chairman discusses and seeks input for other specific agenda items from other members of executive management as appropriate. The Non-Executive Chairman, the CEO and each Committee chair as appropriate, will determine the nature and extent of information which will be provided regularly to the directors before each scheduled Board or Committee meeting. Directors are urged to make suggestions for agenda items, or additional pre-meeting materials, to the Non-Executive Chairman, the CEO, or appropriate Committee chair.

10. **Board Self-Evaluation.** The Board and each of the Committees will perform an annual self-evaluation through the Company's Corporate Governance Committee. Once each year, each of the directors will be requested to provide his or her assessment of the effectiveness of the Board and the Committees on which he or she serves; these assessments will be summarized for discussion and, as appropriate, action to be taken by the Board and its Committees.

11. **Ethics and Conflicts of Interest.** The General Cable Board expects that directors, officers and employees, will act ethically at all times and acknowledge their adherence to the policies reflected in the Company's Code of Ethics. The Board will not permit any waiver of the Code of Ethics policy for any director or executive officer. If an actual or potential conflict of interest arises for a director, the director will promptly inform the CEO and the Non-Executive Chairman. If a significant conflict exists and cannot be resolved, the director should resign. Directors must recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Board will resolve any conflict of interest question involving the CEO, and any executive officer, and the CEO will resolve any conflicts of interest issue involving any other officer of the Company.

12. **Director Compensation.** The Compensation Committee will have the responsibility for recommending to the Board compensation and benefits for the non-employee directors. In carrying out this duty, the Compensation Committee will be guided by the principles that compensation should fairly compensate directors for services in a company of General Cable's business and scope of operation; that compensation should aim to align

directors' interests with long-term shareholder interest; and that the compensation structure should be readily understandable to shareholders. At the end of each year, the Compensation Committee will review non-employee director compensation and benefits.

13. **Succession Planning.** The Board will approve and maintain a succession plan for the CEO and senior executives, based upon recommendations from the Corporate Governance Committee, which should include policies and principles for the selection of the CEO and policies regarding succession in case of an emergency or the retirement of the CEO.

14. **Annual Compensation Review of Senior Management.** The Compensation Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company's CEO. The Compensation Committee shall evaluate the CEO's performance in light of these goals and objectives, and determine and approve the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years. The Compensation Committee shall also annually review and approve corporate goals and objectives relevant to the compensation of the other executive officers of the Company. The Compensation Committee shall evaluate the executive officers' performance in light of these goals and objectives, and determine and approve the executive officers' compensation levels based on this evaluation.

15. **Clawback Policy**. The Board of Directors, in its sole and absolute discretion, may recover incentive-based compensation from (a) current and former executive officers if the Company is required to restate its financial statements due to material noncompliance with any financial reporting requirement under the U.S. securities laws; or (b) a current or former executive or key employee if the individual engages in any material violation of the Company's Code of Ethics, including any fraud, theft, misappropriation, embezzlement or dishonesty. Upon the restatement of the Company's financial statements due to material noncompliance, the Board of Directors may, to the fullest extent permitted by law, require each current and former executive officer to reimburse the Company for any amount paid within the last thirty-six months in excess of the amounts that would have been paid under the Company's restated financial statements. In the event of a material violation of the Company's Code of Ethics by an individual employee, the Board of Directors can recover any incentive-based compensation paid to such employee within the last twelve months. The Board of Directors has the sole discretion to determine the form and timing of the recovery, which may include repayment and an adjustment to future incentive-based compensation payouts or grants. The remedies under the Company's clawback policy are in addition to, and not in lieu of, any legal and equitable claims the Company may have or any actions imposed by law enforcement agencies, regulators or other authorities.

16. **Access to Senior Management.** Non-employee directors are encouraged to meet with managers of the Company for open discussions about the Company. Executives and other management of the Company shall periodically make presentations to the Board and its Committees on company business and activity.

17. **Access to Independent Advisors.** The Board and its Committees shall have the right, as necessary and appropriate, to retain independent legal or other advisors in the performance of their duties.

18. **Director Orientation and Continuing Education.** A thorough understanding of the Company's business is required to enable a director to make a substantial contribution to the Board. Accordingly, after their election to the Board, all new directors participate in an orientation program developed by the Company. The orientation includes presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its standards of business conduct and ethics, its principal officers, and its internal and independent auditors. Directors are encouraged to participate in continuing education and other programs provided by outside sources. All directors are encouraged to visit Company facilities and attend director continuing education programs, including those the Company may from time to time suggest, arrange or present. The fees for such programs and other reasonable expenses, including travel, shall be reimbursed by the Company.

19. **Contacting the Board and Non-Employee Directors.** Anyone who has a concern about General Cable's conduct may express that concern directly to the Non-Executive Chairman or other non-employee directors. Any concerns involving accounting, internal accounting controls, or auditing matters will be directed to the Audit Committee. Such communications may be confidential or anonymous, and may be e-mailed or submitted in writing to a special address which will be published on General Cable's website. Comments relating to these concerns will be forwarded to the appropriate directors for their review and will be simultaneously reviewed and addressed by General Cable in the same way that similar concerns are handled by the Company.