

GENERAL CABLE CORPORATION
COMPENSATION COMMITTEE CHARTER

(Amended and Restated as of December 8, 2015)

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board to assist the Board in carrying out the Board’s responsibilities relating to compensation of the Company’s executive officers. The Committee has overall responsibility for evaluating and approving executive officer compensation plans, policies and programs of the Company. The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations.

Composition

The Committee will consist of no fewer than three members, each of whom will satisfy the independence requirements of the New York Stock Exchange and other applicable regulatory requirements. Each member of the Committee also shall qualify as a “non-employee” director as defined in Rule 16b-3(b)(3) under the Securities Exchange Act of 1934, as amended, and an “outside director” as defined under Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Non-Executive Chairman, upon consultation with the other members of the Board, will appoint the members of the Committee; members will serve in accordance with the Company’s Bylaws and until their successors are duly elected and qualified. Members may be replaced by the Non-Executive Chairman upon consultation with the other members of the Board at any time and the Non-Executive Chairman, upon consultation with the other members of the Board, will fill any vacancies. The Committee’s chairperson will be designated by the Non-Executive Chairman upon consultation with the other members of the Board or, if he does not do so, the Committee members will elect a chairperson by a vote of a majority of the full Committee.

The Committee may form and delegate authority to subcommittees of this Committee when appropriate.

Structure and Meetings

The chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, will determine the dates, times and places for meetings of the Committee, and will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting.

Duties and Responsibilities

The Committee shall have the following powers, authority and direct responsibilities:

1. To establish and review the Company's executive compensation policies and philosophy.

2. To review and approve annually corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("CEO"), annually evaluate the CEO's performance in light of those 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.

3. To review and approve annually corporate goals and objectives relevant to the compensation of the other executive officers of the Company, annually evaluate the executive officers' performance in light of those goals and objectives, and determine and approve the executive officers' compensation levels based on this evaluation. For purposes of this Charter, "executive officers" means the individuals classified by the Company as officers for purposes of SEC rules under Section 16 of the Securities Exchange Act of 1934, as amended.

4. To review and approve the Company's peer companies for purposes of evaluating the Company's executive compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of executive compensation elements.

5. To review and set annually the compensation of the CEO and all other executive officers of the Company, including but not limited to: (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance agreements, and change in control agreements/provisions, in each case as appropriate, and (e) any special or supplemental benefits.

6. Review periodically, as deemed necessary by the Committee, the Company's compensation, benefits and retirement programs and practices as they affect all employees.

7. To make recommendations to the Board with respect to the establishment of or changes to existing equity-based incentive compensation plans of the Company.

8. To administer the Company's incentive compensation plans as they affect executive officers and the Company's equity-based incentive compensation plans to the extent permitted by such plans, including (i) the making, approving and authorizing changes in a plan, other than amendments which are either prohibited by the respective terms of the plans or are reserved to the Board, as are necessary or desirable to correct errors, inconsistencies, omissions or ambiguities; and (ii) the exercise of the powers and authority which the respective plan provides may or will be exercised by a committee of the Board.

9. To review and assess on an annual basis potential risk to the Company from its compensation policies and practices for all employees, including incentive plans.

10. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser ("Compensation Consultant"). The Committee shall set the compensation and oversee the work of any Compensation Consultant retained by the Committee. The Committee will have sole authority to approve the Compensation Consultants' fees and other retention terms, and the Company shall provide the appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Consultant that is retained by the Committee. The Committee may select, or receive advice from, a Compensation Consultant only after taking into consideration, all factors relevant to the person's independence from management, in accordance with the requirements of the New York Stock Exchange, and any standards promulgated by the SEC. The Committee may retain, or receive advice from, any Compensation Consultant they prefer, including ones that are not independent.

The Committee is not required to assess the independence of (a) in-house legal counsel, or (b) any Compensation Consultant that acts in a role limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company, and that is generally available to all salaried employees; or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the Compensation Consultant, and about which the Compensation Consultant does not provide advice.

11. To make recommendations to the Board with respect to director compensation.

12. To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), recommend that the CD&A be included in the Company's annual proxy statement and annual report on SEC Form 10-K and prepare the disclosures required by Item 407(e)(5) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended, to be included in the Company's annual proxy statement or annual report on SEC Form 10-K.

13. The Committee will annually review and reassess the adequacy of this Charter and recommend to the Board for approval any proposed changes to this Charter.

14. The Committee will annually evaluate its own performance.

15. The Committee will perform such other duties and responsibilities as may be assigned to the Committee from time to time by the Board of Directors.

Nothing in this Charter precludes discussion of CEO compensation with the Board, generally.

Operating Policies

1. The Committee will keep the minutes of all Committee meetings (designating in its discretion individuals to record the minutes, such as the Company Secretary or Senior Vice President, Chief Human Resources Officer) and approve them by subsequent action.

2. The Committee will determine its rules of procedure in accordance with the Company's principles of corporate governance and the Company's Bylaws.

3. At each regular Board meeting held following a Committee meeting, the Committee will report to the Board regarding the actions taken by and the activities and findings of the Committee since the last Board meeting, as well as any recommendations for action by the Board when appropriate.

Disclosure of Charter

This Charter will be made available on the Company's website.