

GENERAL CABLE CORPORATION

AUDIT COMMITTEE CHARTER

(Amended and Restated as of December 8, 2015)

Purpose

There will be a committee of the board of directors (the “Board”) to be known as the audit committee. The audit committee’s purpose is (A) to assist in Board oversight of (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independent auditor’s qualifications and independence, and (iv) the performance of the Company’s internal audit function and independent auditors; and (B) to prepare the disclosures required by Item 407(d)(3)(i) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended, for inclusion in the Company’s annual proxy statement. If the Company does not file a proxy statement, these disclosures will be included in the Company’s annual report on SEC Form 10-K.

The audit committee is responsible for the duties and responsibilities set forth in this charter, but its role is one of oversight, and therefore, it is not responsible either for the preparation of the Company’s financial statements or the auditing of the Company’s financial statements. Management has the responsibility for preparing the financial statements and establishing and maintaining adequate internal control over financial reporting and the independent auditors have the responsibility for auditing the financial statements and assessing the effectiveness of the Company’s internal control over financial reporting, subject, in each case, to the oversight of the audit committee described in this charter.

Composition

The audit committee will be composed of at least three (3) directors, each of whom will satisfy the independence and financial literacy requirements of the New York Stock Exchange and all other applicable regulatory requirements, subject to the effective dates and relevant transition periods. In addition, at least one member of the audit committee will have the required accounting or related financial management expertise as the Board interprets such qualification in its business judgment. No member of the audit committee will simultaneously serve on the audit committee of more than three public companies unless the Board determines that the simultaneous service would not impair the ability of the audit committee member to effectively serve on this audit committee and discloses the determination in the Company’s annual proxy statement or, if the Company does not file an annual proxy statement, in the Company’s annual report on Form 10-K filed with the SEC. The Company may also disclose this determination on its website, if such disclosure satisfies the requirements of the New York Stock Exchange and any other national securities exchange on which the Company’s securities are listed or traded.

The Non-Executive Chairman, upon consultation with the other members of the Board, will appoint the members of the audit 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 audit 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 audit committee members will elect a chairperson by a vote of a majority of the full committee. The audit committee chairperson will have authority to act on behalf of the audit committee between meetings.

Structure and Meetings

The audit committee will meet on a quarterly basis each year and more frequently as circumstances require. One or more meetings may be conducted in whole or in part by telephone conference call or similar means if it is impracticable to obtain the personal presence of each audit committee member. The Company will make available to the audit committee, at its meetings and otherwise, individuals and firms as may be designated from time to time by the audit committee, such as members of management including (but not limited to) the internal audit and accounting staff, the independent auditors, inside and outside counsel, and other individuals or firms (whether or not employed by the Company and including any corporate governance employees and individuals or entities performing internal audit services as independent contractors).

The chairperson of the audit committee will preside at each meeting of the audit committee and, in consultation with the other members of the audit committee, will determine the dates, times and places for meetings of the audit 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 duties and responsibilities of the audit committee are set forth below. The audit committee will:

(A) be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; each such registered public accounting firm must report directly to the audit committee.

(B) establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters;

(C) have the authority to engage independent counsel and other advisers as it determines necessary to carry out its duties;

(D) receive appropriate funding from the Company, as determined by the audit committee in its capacity as a committee of the Board, for payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report

or performing other audit, review or attest services for the Company; (ii) compensation to any advisers employed by the audit committee; and (iii) ordinary administrative expenses of the audit committee that are necessary or appropriate in carrying out its duties;

(E) at least annually, obtain and review a report by the independent auditor describing (i) the firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) (to assess the auditor's independence) all relationships between the independent auditor and the Company;

(F) annually evaluate the independent auditor's qualifications, performance and independence, including a review and evaluation of the lead partner of the independent auditor, taking into account the opinions of Company's management and the Company's internal auditor (or other personnel responsible for the internal audit function);

(G) review and discuss the Company's annual audited financial statements and quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";

(H) discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies;

(I) discuss policies with respect to risk assessment and risk management, including discussing the guidelines and policies relied upon and used by management to assess and manage the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;

(J) meet separately, from time to time, with management, internal auditors (or other personnel or independent contractors responsible for the internal audit function) and the independent auditors;

(K) review with the independent auditor any audit problems or difficulties and management's response, and discuss with the independent auditor and management the responsibilities, budget and staffing, and work plans of the Company's internal audit function;

(L) set clear hiring policies for employees or former employees of the independent auditors;

(M) report regularly to the Board;

(N) annually evaluate its own performance;

(O) review and reassess annually the adequacy of this Charter and recommend to the Board for approval any proposed changes to this Charter;

(P) comply with the preapproval requirements of Section 10A(i) of the Securities Exchange Act of 1934;

(Q) review with management, the Company's head of internal audit and the independent auditor the Company's conformity with, and its policies and procedures regarding compliance with, applicable legal requirements and the Company's Code of Ethics and Business Conduct;

(R) review with the Company's General Counsel and Chief Compliance Officer the legal and regulatory matters that may have a material impact on the Company's financial statements;

(S) make such other recommendations to the Board on such matters, within the scope of its function, as may come to its attention and which in its discretion warrant consideration by the Board; and

(T) perform such other duties and responsibilities as may be assigned to the audit committee from time to time by the Board.

General Comments

While the fundamental responsibility for the Company's financial statements and disclosures rests with management and the independent auditor, the audit committee will review (A) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (B) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principle ("GAAP") methods on the financial statements; (C) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and (D) the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as review any financial information and earnings guidance provided to analysts and rating agencies.

Operating Policies

1. The audit committee will keep the minutes of all audit committee meetings (designating in its discretion individuals to record the minutes such as the Company Secretary or a member of the Legal Team) and approve them by subsequent action.

2. The audit 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 an audit committee meeting, the audit committee will report to the Board regarding the actions taken by and the activities and findings of the audit committee since the last Board meeting, as well as any recommendations for action by the Board when appropriate.

Delegation

Any duties and responsibilities of the audit committee, including but not limited to the authority to preapprove all audit and permitted non-audit services, may be delegated to one or more members of the audit committee or a subcommittee of the audit committee.

Disclosure of Charter

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