

**POLICIES AND PROCEDURES OF GENERAL CABLE CORPORATION  
REGARDING RELATED PARTY TRANSACTIONS TO BE DISCLOSED UNDER  
SECTION 404(A) OF REGULATION S-K OF THE SECURITIES AND EXCHANGE  
COMMISSION**

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**A. PURPOSE**

The purpose of these Policies and Procedures is to set forth the policies and procedures for the review, approval and ratification of Related Party Transactions (as defined below) involving General Cable Corporation (the "Company") or any of its subsidiaries. These Policies and Procedures are in addition to any requirements for approval of related party transactions that may be contained in any contract (including loan and credit agreements) to which the Company or any subsidiary is a party or is bound.

**B. ADMINISTRATION**

These Policies and Procedures will be administered by the Audit Committee of the Board of Directors with appropriate involvement and input from the Corporate Governance Committee (the "Committee"). The Committee will have the authority to interpret these Policies and Procedures and to amend these Policies and Procedures from time to time hereafter as they determine to be appropriate.

**C. DEFINITIONS**

For purposes of these Policies and Procedures, the following definitions will apply:

- a "Five Percent Shareholder" means any person or entity that is known to be the beneficial owner of more than 5% of any class of the Company's voting securities.
- an "Immediate Family Member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of a director, executive officer, director nominee of the Company or a Five Percent Shareholder, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or Five Percent Shareholder.
- a "Related Party Transaction" means any transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships in which the Company (or any of its subsidiaries) was, is or will be a participant and

in which any Related Person (as defined below) had, has or will have a direct or indirect interest, and the amount involved is over \$120,000.

- a “Related Person” means (a) any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee for director; (b) any Five Percent Shareholder; (c) any Immediate Family Member; or (d) any firm, corporation or other entity, including charitable organizations, in which any of the persons described in clauses (a), (b) and (c) has a relationship as an employee, officer, owner, partner, principal or other material relationship other than as a (i) director and/or holder (together with all of the Company’s directors, nominees for director, executive officers and their Immediate Family Members) of less than a 10% equity interest or (ii) limited partner holding (together with all of the Company’s directors, nominees for director, executive officers and their Immediate Family Members) less than a 10% equity interest.

#### **D. COMPILATION AND DISTRIBUTION OF RELATED PERSONS LIST**

1. As promptly as practical after the adoption of these Policies and Procedures, the General Counsel ("Responsible Officer") will compile or cause to be compiled a list of Related Persons (the "Related Persons List"). The Related Persons List will be compiled by examining the most recent director and officer questionnaires received by the Company and the reports filed by Five Percent Shareholders pursuant to Section 13(d) of the Securities Exchange Act of 1934 and, if a questionnaire has been received from such Five Percent Shareholder, the information set forth in such questionnaire. If necessary, the Responsible Officer may confer with external legal counsel to determine whether a person or entity is a Related Person.

2. Upon completion, a copy of the Related Persons List will be distributed to (a) each director and executive officer of the Company, (b) the Accounts Payable Manager (c) the Manager, Accounts Receivable and Claims, (d) the Senior Vice President, Sales and Business Development and the Vice President, Sourcing; and (d) the Senior Vice President of Human Resources (collectively, the "Distribution List Persons").

3. Upon receipt of the Related Persons List, each of the directors and executive officers of the Company will review the Related Persons List for accuracy and advise the Responsible Officer of any corrections. In addition, each of the directors and executive officers of the Company will promptly advise the Responsible Officer of any changes that thereafter may occur with respect to the information in the Related Persons List pertaining to them or any of their Immediate Family Members. The Responsible Officer will update the Related Persons List to reflect any changes of which they become aware or are notified. Any updates to the Related Persons List will be provided to the Distribution List Persons and the Company’s Disclosure Committee on at least a quarterly basis.

4. On an annual basis, the Responsible Officer will review, revise and distribute the Related Persons List using the procedures described in this Section D.

**E. APPROVAL OR RATIFICATION OF RELATED PARTY TRANSACTIONS**

1. Approval Procedures. Before entering into or amending a Related Party Transaction, the following procedures will apply:

(a) The Responsible Officer will submit all of the relevant facts and circumstances of any proposed Related Party Transaction to the Committee for consideration at the next Committee meeting or, in those instances in which the Responsible Officer determines that it is not practicable or desirable for the Company to wait until the next Committee meeting, to the Chairperson of the Committee who will possess delegated authority to act between Committee meetings. The information provided to the Committee will include: (i) the Related Person's relationship to the Company and interest in the transaction; (ii) the material facts of the proposed Related Party Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (iii) the benefits to the Company of the proposed Related Party Transaction; (iv) if applicable, the availability of other sources of comparable products or services; (v) an assessment of whether the proposed Related Party Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally and (vi) any effect on a director's independence (under applicable SEC and stock exchange guidelines) in the event that the Related Person is a director, an Immediate Family Member of a director or an entity in which a director is a partner, shareholder or executive officer. If necessary, the Responsible Officer may confer with external legal counsel to determine whether a transaction is a Related Party Transaction.

(b) The Committee, or where submitted to the Chairperson, the Chairperson, will consider all of the relevant facts and circumstances available to the Committee or the Chairperson, including the information provided under Section E.1(a). The Committee or the Chairperson will approve only those Related Party Transactions that are not opposed to the interests of the Company and that are on terms that are fair to the Company, as the Committee or the Chairperson determines in good faith. In addition to approving or disapproving a proposed Related Party Transaction, the Committee or the Chairperson, as applicable, may approve a Related Party Transaction provided that suggested revisions to the terms of the Related Party Transaction are made that the Committee or Chairperson determines would make the proposed transaction acceptable. The Committee or Chairperson will convey the decision to the Responsible Officer who will convey the decision to the appropriate persons within the Company.

(c) The Chairperson of the Committee will report to the Committee at the next Committee meeting any approval under these policies and procedures under his or her delegated authority.

(d) No material amendment or modification of a previously approved Related Party Transaction will be effected unless the procedures set forth in this Section E.1 are followed.

2. Ratification Procedures.

(a) In the event that a Related Party transaction has been entered into or completed and has not been previously approved or ratified under these Policies and Procedures, the policies and procedures set forth in Section E.1 will apply to the review and, if appropriate, ratification of such Related Party Transaction except that the Committee or the Chairperson, as applicable, will also evaluate the possibility of amending, terminating or rescinding the Related Party Transaction if it is found that such Related Party Transaction is not appropriate under the standards set forth in Section E.1(b).

(b) The Responsible Officer will review or cause to be reviewed annual reports prepared by the Accounts Payable Department and Accounts Receivable Department to determine whether there were any Related Party Transactions that were not previously approved or ratified under these Policies and Procedures.

3. Obligation of Distribution List Persons. The Distribution List Persons will immediately notify the Responsible Officer upon becoming aware of any pending or completed Related Party Transaction that has not been previously ratified or approved under these Policies and Procedures.

4. No Participation by Interested Member. No member of the Committee will participate in any review, consideration, approval or ratification of any Related Party Transaction as to which the member, any of his or her Immediate Family Members, or any related entity of such member described in clause (c) of the definition of Related Person, is the Related Person.

**F. EXCEPTIONS**

These Policies and Procedures shall not apply to the following transactions, which will not be considered Related Party Transactions:

(a) any employment relationship or transaction with an executive officer and any related compensation resulting solely from that employment relationship or transaction (other than in Section G) if the compensation resulting from the relationship or transaction is approved (or recommended to the Board of Directors for approval) by the Compensation Committee of the Board of Directors;

(b) compensation paid to directors for services in their capacities as members of the Board of Directors and committees thereof;

(c) indebtedness involving any Five Percent Shareholder or Immediate Family Member of a Five Percent Shareholder;

(d) any transaction in which the interest of the Related Person arises solely from the ownership of a class of equity securities of the Company and all holders of that class of equity securities of the registrant received the same benefit on a pro rata basis (for example, dividends or distributions paid with respect to a class of the Company's securities);

(e) any transaction that occurred at a time before a person or entity became a Related Person if such transaction did not continue after such person or entity became a Related Person.

(f) any transaction where the rates or charges are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; or

(g) the transaction involved services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

#### **G. EMPLOYMENT OF IMMEDIATE FAMILY MEMBERS**

No Immediate Family Member will be hired as an employee of the Company or any subsidiary for a total compensation in excess of \$120,000 per year unless the employment arrangement is approved or ratified by the Committee in accordance with the procedures set forth in Section E. Thereafter, no material change in the terms of employment, including compensation, may be made without the prior approval of the Committee.

#### **H. DISCLOSURE**

All Related Party Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission under the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, will be so disclosed in accordance with such laws, rules and regulations. In addition, the material features of these *Related Party Transaction Policies and Procedures* will be disclosed in the Company's annual report on Form 10-K or proxy statement, as required by applicable laws, rules and regulations.

I. **EFFECTIVE DATE**

This policy will be effective on April 30, 2007.