

GENERAL CABLE CORPORATION
CORPORATE GOVERNANCE COMMITTEE CHARTER

(Amended and Restated as of December 16, 2003)

Purpose

The Corporate Governance Committee (the “Committee”) is appointed by the Board to assist the Board in carrying out the Board’s responsibilities relating to (i) the identification and selection of qualified individuals to become Board members and members of Board committees, (ii) the development and adoption of corporate governance principles and (iii) the oversight of the evaluation of the Board and Company management.

The Committee is also responsible for producing a report to enable the Company to make the required disclosures in the Company’s proxy statement, in accordance with applicable rules and regulations, regarding the nominations process and the work of this Committee.

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.

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 will be 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 in consultation with the other members of the Committee, shall determine the dates, times and places for meeting of the Committee, and shall 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 power, authority and responsibilities:

1. Identify individuals qualified to become Board members and members of Board committees, consistent with criteria approved by the Board, and to select or to recommend that the Board select, the director nominees for the next annual meeting of shareholders, except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (in which case the Committee need not take action). The Committee will have the sole authority to retain and terminate any search firm to be used to assist the Committee, and will have sole authority to approve the firm's fees and other retention terms. The Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. Develop and recommend to the Board a set of corporate governance guidelines and principles applicable to the Company, including, without limitation (i) a requirement that the Company's non-management directors meet at regularly scheduled executive sessions without Company management, (ii) director qualification standards (including qualification standards for service on Board committees), including independence, (iii) director responsibilities, including attendance at meetings and advance review of materials, (iv) director access to management and independent advisors, (v) director compensation, including general principles for determining the form and amount thereof, (vi) director orientation and continuing education; (vii) management succession, including principles for CEO selection and performance review; and (viii) annual evaluation of Board performance.
3. Oversee the evaluation of the Board and Company's management, including conduct of an annual performance evaluation of the Chief Executive officer in conjunction with the Compensation Committee.
4. Consider and make recommendations to the Board on membership of Board committees and the responsibilities of those committees to enhance overall Board performance.
5. Consider and recommend appropriate director compensation and compensation programs.
6. Devise and implement a program or system to evaluate the performance of all directors of the Corporation each year.
7. Review and advise the Board of Directors on executive officer succession plans.
8. Make regular reports to the Board.
9. Review and reassess annually the adequacy of this Charter and recommend to the Board for approval any proposed changes to this Charter.

10. Evaluate annually its own performance.
11. Perform such other duties and responsibilities as may be assigned to the Committee from time to time by the Board of Directors.

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, Human Resources) and approve them by subsequent action. The Committee will circulate the minutes of the Committee meetings to the full Board for review.
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.