

ENCORE WIRE CORPORATION COMPENSATION COMMITTEE CHARTER

PURPOSE OF COMMITTEE

The primary purposes of the Compensation Committee (the “Committee”) are to assist the Board of Directors (the “Board”) of Encore Wire Corporation (the “Company”) by: (1) overseeing the Company’s compensation and employee benefit plans and practices, including its executive compensation, incentive compensation, and equity-based compensation plans, and (2) producing an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations. This Compensation Committee Charter (this “Charter”) governs the operations of the Committee of the Board of the Company.

COMMITTEE MEMBERSHIP AND OPERATIONS

The Committee shall consist of no fewer than three members, each of whom shall be a director of the Company. Each member of the Committee shall (a) meet the listing standards of The NASDAQ Stock Market (“NASDAQ”) relative to independence and all other applicable legal requirements, (b) not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof, other than fees received as a member of the Committee, the Board of the Company or any other committee of the Board of the Company, (c) not be affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company in a manner that would impair such member’s judgment as a member of the Committee and (d) be a “non-employee director” as that term is defined under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended. Members shall be appointed and replaced by the Board. A majority of the members of the Committee shall constitute a quorum.

The Board shall designate one member of the Committee as its chairman. The Committee shall meet in person or telephonically at least once a year at a time and place determined by the Committee chairman, with further meetings to occur or actions to be taken by unanimous written consent when deemed necessary or desirable by the Committee or its chairman.

Following each of its meetings, the chairman of the Committee shall deliver a report to the Board on the meeting, either verbally or in writing, including a description of actions taken by the Committee at the meeting and recommendations to the Board. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company. In fulfilling its responsibilities, as set forth below, the Committee shall have authority to delegate its authority to subcommittees or members as the Committee deems necessary or desirable.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

1. To review at least annually the goals and objectives and the structure of the Company's plans for executive compensation, incentive compensation, equity-based compensation, and its general compensation plans and employee benefit plans (including retirement and health insurance plans), and to recommend to the Board any new plans or any changes in the objectives and structure of such plans as the Committee deems necessary or desirable.

2. To evaluate annually the performance of the Company's chief executive officer (the "CEO"), in light of the goals and objectives of the Company's executive compensation plans, and to determine his or her compensation level based on this evaluation. In determining the incentive components of the CEO's compensation, the Committee shall consider those factors it deems relevant, including the Company's performance, and the CEO's contribution to that performance. The CEO shall not be present during voting or deliberations during the Committee's determination of his or her compensation.

3. To annually review and determine the compensation level of all other executive officers of the Company, in light of the goals and objectives of the Company's executive compensation plans.

4. In consultation with the CEO, to oversee the annual evaluation of management of the Company, including the other executive officers and key employees of the Company.

5. Periodically, as the Committee deems necessary or desirable and pursuant to the applicable equity-based compensation plan, to grant, or recommend that the Board grant, equity-based compensation awards to any officer or employee of the Company for such number of shares of common stock as the Committee, in its sole discretion, shall deem to be in the best interest of the Company.

6. To perform such duties and responsibilities as the Board may assign to the Committee regarding the terms of any compensation plans and to review and approve the amount and terms of all individual stock options that the Committee recommends that the Board grant.

7. To recommend to the Board all equity-based compensation plans, including prior approval of those plans that are subject to shareholder approval under the listing standards of NASDAQ.

8. To meet with management to review and discuss the Compensation Discussion and Analysis (the "CD&A") required by the Securities and Exchange Commission's (the "SEC") rules and regulations. The Committee will recommend to the Board whether the CD&A should be included in the Company's proxy statement or other applicable SEC filings. The Committee will prepare a Compensation Committee Report for inclusion in the Company's applicable filings with the SEC. The report will state whether the Committee reviewed and discussed with management the CD&A, and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company's proxy statement or other applicable SEC filings.

9. To annually review and reassess the adequacy of this Charter and recommend any changes to the full Board.

The Committee shall perform any other activities consistent with this Charter, the Company's Bylaws and governing laws as the Committee or the Board deems necessary or desirable.

COMPENSATION CONSULTANTS, LEGAL COUNSEL AND OTHER ADVISORS

In accordance with the listing standards of NASDAQ, the Committee shall also have the following specific responsibilities and authority:

1. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser.

2. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.

3. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

4. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- (a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
- (e) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.

Nothing in this Charter shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of any compensation consultant, legal

counsel or other adviser to the Committee; or (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

The Committee is required to conduct the independence assessment outlined in paragraph 4 with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than in-house legal counsel. However, nothing in this Charter requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser. The Committee may select, or receive advice from, any compensation adviser it prefers, including a compensation adviser that is not independent, after considering the six independence factors outlined in paragraph 4.

The Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) 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 available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

Adopted: March 4, 2004
Amended: February 25, 2013