

ENCORE WIRE CORPORATION CODE OF BUSINESS CONDUCT AND ETHICS

INTRODUCTION

Encore Wire Corporation, (together with its affiliates, the “Company”) has a long-standing commitment to conduct its business in compliance with all applicable laws and regulations and in accordance with the highest ethical principles. Among our guiding principles are honesty, integrity and quality in all that we do. This Code of Business Conduct and Ethics (the “Code”) has been provided to our employees, officers and directors, in order to assist them in meeting our legal and ethical obligations.

This Code sets forth standards of conduct for all employees, officers, directors and advisors of the Company, including all full and part-time employees and certain persons that provide services on our behalf, such as advisors, agents, representatives and consultants. Throughout this Code, the term “Company” is used to refer to the enterprise as a whole, to each person within it, and to any person who represents the Company. In addition, the term “employee” or “you” is used to refer to all employees, officers, directors, advisors, agents, representatives, and consultants.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise and certain issues are covered by other agreements as discussed herein. The Code sets out basic principles to guide all employees of the Company. All of our employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with this Code. If any aspect of this Code is unclear to you, or if you have any questions or face dilemmas that are not addressed, you should ask your supervisor how to handle the situation. Because this Code discusses both our legal and ethical responsibilities, non-compliance with certain aspects of this Code could result not only in disciplinary action, but may also subject the individual offender and the Company to civil and/or criminal liability.

If you are in, or aware of, a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 14 of this Code.

As required by law, rule or regulation, this Code shall be made available to the public.

1. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obedying the law, both in letter and in spirit, is the foundation on which this Company’s ethical standards are built. All employees must respect and obey the laws of each city, state and country in which we operate. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, directors or other appropriate personnel. All employees, officers and directors are expected to meet the highest standards of professional conduct in their dealings with, or on behalf of, the

Company and its customers and vendors. The Company does not tolerate unethical financial or business practices by employees, officers or directors even when they do not violate fraudulent or unfair business practices laws.

2. CONFLICTS OF INTEREST

The Company expects that each employee, officer and director will use good judgment, high ethical standards and honesty in all business dealings. Observing these principles should prevent any conflict of interest. A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company as a whole. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or members of his or her family, receives improper personal benefits as a result of his or her position with the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest. It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier of the Company. The best policy is to avoid any direct or indirect business connection with the Company’s customers, suppliers, or competitors, except on the Company’s behalf. Conflicts of interest are prohibited as a matter of Company policy, except under certain circumstances agreed to by the Board of Directors, or as discussed below or in Section 4 of this Code.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with executive level management or the individual designated in Section 14 of this Code. Any employee, officer, or director who becomes aware of a conflict or potential conflict should follow the guidelines described in Section 14 of this Code.

3. INSIDER TRADING

Employees, officers and directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please consult the Company’s blackout policy memo or consult with the Company’s legal counsel.

4. CORPORATE OPPORTUNITIES

Except for situations in which management or the Board of Directors have been fully informed and have expressly found consistent with the Company’s business objectives, or as discussed below:

(i) employees, officers, and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position;

(ii) employees, officers, and directors owe a duty to the Company to advance its legitimate interests when opportunities arise;

(iii) no employee, officer or director may use corporate property, information, or position for improper personal gain; and

(iv) no employee may compete with the Company directly or indirectly.

If one believes that there is an exception, due to advantages to the Company, then management or the Board of Directors must be fully informed and determine that any undertaking is consistent with the Company's business objectives.

5. COMPETITION AND FAIR DEALING

The Company makes commercial decisions based on its best interests and the interests of its stockholders. These decisions are made independently of, and free from, any understandings or agreements with any competitors and in full compliance with all applicable antitrust laws and regulations. All employees, officers and directors must avoid any conduct that violates, or which might appear to violate, antitrust laws, which include any understanding, agreement or consultation with competitors regarding prices, terms of sale, division of markets, allocations of customers or any other activity that restrains competition among sellers and purchasers. All employees, officers and directors must promptly refer to the Company's legal counsel any inquiries or investigations on antitrust matters affecting the Company.

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance and not through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee, officer and director should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be directly or indirectly offered, given, provided or accepted by any Company officer, director, employee, any family member of an employee, or any agent (acting in its capacity as such) to or from any customer, supplier or competitor of the Company unless it:

- (i) is not a cash gift,
- (ii) is consistent with customary business practices,
- (iii) is not excessive in value,

- (iv) cannot reasonably be construed as a bribe or payoff, and
- (v) does not violate any laws or regulations.

Please discuss with your supervisor any gifts or proposed gifts which you are not certain are appropriate.

6. DISCRIMINATION AND HARASSMENT

The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Please refer to your employee handbook for more information on discrimination and harassment.

7. HEALTH, SAFETY AND ENVIRONMENT

The Company is committed to providing a safe and healthy work environment and to conducting our various businesses in a safe and environmentally protective manner. All employees and officers are expected to perform their duties consistent with site specific safety and environmental rules and regulations, site application of Company best practices and, at minimum, are expected to obey all local, state, provincial and federal laws and regulations. All employees and officers also should carry out their duties in all ways that enhance health, safety and environmental compliance. Employees and officers are expected to bring to management's attention any practices or conditions that are inconsistent with these objectives.

8. RECORD-KEEPING

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense may be legitimately charged to the Company, ask your supervisor. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation. All public communications made by the Company, including periodic and other Company reports (financial and otherwise) filed with, or submitted to, foreign, federal, state and local government agencies must present full, fair, accurate, timely and understandable disclosure, including the Securities and Exchange Commission. Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies.

9. CONFIDENTIALITY AND PROTECTION OF COMPANY ASSETS

Employees, officers and directors must maintain the confidentiality of confidential information entrusted to them by the Company, its customers, partners or business associates, except when disclosure is authorized by a supervisor or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or which might be harmful to the Company or its customers, partners, or business associates if disclosed. It includes information that suppliers and customers have entrusted to us or that the Company has obligated itself to maintain in confidence. The obligation to preserve confidential information continues even after employment ends.

Employees are obligated to protect the Company's assets, including its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil and/or criminal liability.

10. PROPER USE OF COMPANY ASSETS

All employees, officers and directors should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. All Company assets should be used only for legitimate business purposes. Any suspected incident of fraud or theft should be immediately reported for investigation. Company charge accounts, credit cards, bank accounts and other resources are strictly limited to Company use. Personal charges on Company accounts are prohibited, though nominal personal charges that occur in connection with, and are incidental to, a legitimate business purpose may be permitted if they are promptly reported and reimbursed in accordance with Company policy. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

11. PAYMENTS TO GOVERNMENT PERSONNEL

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. Consult your supervisor if you have any questions.

12. WAIVERS OF THIS CODE OF BUSINESS CONDUCT AND ETHICS

Changes in or waivers of this Code may be made only by the Board of Directors of the Company in the case of any change in or waiver of this Code for directors or the principal executive officer, principal financial officer, principal accounting officer, controller or persons performing such functions (collectively referred to herein as “Principal Officers”). All changes in or waivers of this Code for directors or Principal Officers will be promptly disclosed as required by law or stock exchange regulations.

13. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

Employees are encouraged to talk to supervisors, directors or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. Employees, officers and directors should report any violations of laws, rules, regulations or this Code in accordance with the Company’s Policy for Confidential Submission of Complaints or Concerns Relating to Accounting, Internal Controls or Disclosure Controls and Procedures, or Auditing Matters, or Violations of the Code of Business Conduct and Ethics (the “Whistleblower Policy”). It is the policy of the Company not to allow retaliation or retribution for reports of misconduct by others made in good faith by employees. “Good faith” does not mean that you have to be right – but it does mean that you believe that you are providing truthful information. Employees are expected to cooperate in internal investigations of misconduct.

14. COMPLIANCE PROCEDURES

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment, common sense and sense of right and wrong.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor’s responsibility to help solve problems.

- Report an ethical violation. In a situation where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, you may contact the Company's Nominating and Corporate Governance Committee chairman in accordance with the Company's Whistleblower Policy.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected in accordance with the Company's Whistleblower Policy. The Company does not permit retaliation or retribution of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

This Code sets forth guidelines which all officers, directors and employees will be required to follow and any failure to comply with this Code may result in termination. However, nothing in this Code shall be construed to create a contractual right to employment where none previously existed or shall in any way alter the at-will nature of an employee's employment.

The Company reserves the right to amend, alter, or terminate this Code or its policies at any time for any reason.

Adopted: February 13, 2004