

**ENCORE WIRE CORPORATION  
NOMINATING AND CORPORATE  
GOVERNANCE COMMITTEE CHARTER**

**PURPOSE OF COMMITTEE**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Encore Wire Corporation (the “Company”) to (1) assist the Board, on an annual basis, by identifying individuals qualified to become Board members, and recommend to the Board the director nominees for the next annual meeting of stockholders; (2) study, advise and make recommendations concerning criteria for Board membership, the number of directors to comprise the full Board, the Board’s composition and committee structure, and schedules and procedures for regular Board meetings; (3) assist the Board in the event of any vacancy on the Board by identifying individuals qualified to become Board members, and to recommend to the Board qualified individuals to fill any such vacancy; (4) lead the Board in its annual review of Board performance; and (5) recommend to the Board, on an annual basis, director nominees for each Board committee.

**COMMITTEE MEMBERSHIP**

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 meet the listing standards of The NASDAQ Stock Market LLC (“NASDAQ”) relating to independence and all other applicable legal requirements. The Committee will also consider the absence or presence of material relationships with the Company that might impact independence. Members shall be appointed and replaced by the Board. A majority of the members of the Committee shall constitute a quorum.

**COMMITTEE STRUCTURE AND OPERATIONS**

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.

**COMMITTEE AUTHORITY AND RESPONSIBILITIES**

1. The Committee shall have the responsibility to develop and recommend criteria for the selection of new directors to the Board, including, but not limited to diversity, age, skills, experience, time availability (including the number of other boards he or she sits on in the context of the needs of the Board and the Company) and such other criteria as the Committee shall determine to be relevant at the time. The Committee shall have the power to apply such criteria in connection with the identification of individuals to be Board members, as well as to apply the standards for independence imposed by the listing standards of the Financial Industry Regulatory Authority, Inc. and all applicable federal laws and the underlying purpose and intent thereof in connection with such identification process.

2. When vacancies occur or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines meet such criteria and standards for recommendation to the Board.

3. Periodically, as the Committee deems necessary or desirable, the Committee shall study, advise and make recommendations concerning the number of directors to comprise the full Board, the Board's composition, committee structure and composition and matters related to corporate governance.

4. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms, at the Company's expense. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

5. The Committee shall oversee an annual evaluation of the Board and management. In connection with the annual evaluation of the Board, the Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. Such report by the Committee may be written or oral.

6. The Committee shall recommend to the Board, on an annual basis, nominees for election as directors for the next annual meeting of stockholders.

7. The Committee shall recommend to the Board the nominees for appointment to Committees of the Board on at least an annual basis.

8. The Committee may form and delegate authority to subcommittees or members as the Committee deems necessary or desirable.

9. The Committee shall make written or oral reports to the Board as the Committee deems necessary or desirable or upon request of the Board.

10. The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Company and (ii) counsel, public accountants or other persons as to matters which the member believes to be within the professional competence of such person.

11. Minutes of each meeting of the Committee shall be compiled and presented to the Board at the following Board meeting.

12. Periodically, as the Committee deems necessary or desirable, the Committee shall review and reassess the adequacy of the Code of Business Conduct and Ethics of the Company and recommend any proposed changes to the Board for approval.

13. The Committee shall consider all stockholder recommendations relating to the nomination of a member of the Board and recommend to the Board appropriate action on each such stockholder recommendation.

Adopted: February 13, 2004

Last Amended: February 18, 2008