

**HOUSTON WIRE & CABLE COMPANY
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Effective November 7, 2017
(Supersedes the Nominating and Corporate Governance
Committee Charter Adopted August 4, 2017)**

I. Purpose.

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Houston Wire & Cable Company (the “Company”) is (1) to identify and recommend to the Board candidates for nomination or appointment as directors, (2) to review the Board’s committee structure and recommend appointments to committees, (3) to develop and recommend to the Board, Corporate Governance Guidelines applicable to the Company, (4) to review stockholder proposals submitted for inclusion in the Company’s proxy statement and recommend Board action with respect to such proposals and (5) to lead the Board in its annual review of the Board’s performance.

II. Committee Membership.

The Committee shall consist of at least three directors, all of whom shall be “independent directors” under the Company’s Corporate Governance Guidelines and the rules of The NASDAQ Stock Market. All Committee members shall have, in the judgment of the Board, the experience, expertise and judgment necessary to evaluate candidates for directors or committee appointments and to advise the Board on matters of corporate governance.

The Board shall appoint the Committee members annually based on the recommendations of the Committee. The Committee shall designate one of its members as its Chairman. The Board may fill vacancies on the Committee and may remove a member from Committee membership at any time with or without cause.

III. Committee Structure and Operations.

A. Meetings.

The Committee shall meet in person or by telephone conference, videoconference or other means of communications permitted under applicable Delaware law at least three times a year. Additional meetings may be held, or actions may be taken by unanimous written consent, as deemed necessary or appropriate by the members of the Committee. The Committee may meet with the Company’s Chief Executive Officer, other members of management, consultants or advisors as it may deem necessary or appropriate.

B. Resources.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. In particular, the Committee shall have direct and unrestricted access to the Company’s management and non-management personnel and all corporate records; it shall have the authority to retain and terminate any search firm to be used to identify director candidates,

including authority to approve the search firm's fees and other retention terms; and it shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

C. Delegation of Authority.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee comprised of one or more members of the Committee.

IV. Duties and Responsibilities.

The Committee shall perform the following functions for the Company:

- (1) Review, from time to time, the size of the Board and recommend to the Board any changes to such size that the Committee deems appropriate, taking into account the considerations stated in the Company's Corporate Governance Guidelines, as from time to time in effect.
- (2) Identify persons that the Committee believes are qualified to be directors of the Company and consider and evaluate other candidates for director brought to the attention of the Committee, including persons nominated by stockholders in accordance with the nomination procedures specified in the Corporation's By-laws or otherwise recommended by the stockholders, in each case taking into account the factors specified for consideration in the Company's Corporate Governance Guidelines, as from time to time in effect.
- (3) Recommend to the Board (a) the nominees for election as directors at each annual meeting of stockholders or at any special meeting of stockholders at which directors are to be elected, and (b) the persons to be appointed by the Board to fill any vacancy on the Board (including any vacancy resulting from an increase in the size of the Board).
- (4) Recommend to the Board, from time to time, guidelines to be used by the Board to assist it in determining the independence of directors and otherwise assist the Board in making such determinations.
- (5) Consider, in accordance with the Company's Corporate Governance Guidelines, any notice tendered to the Board by an incumbent director who resigns or is terminated from the primary position that such director held when elected to the Board, and recommend action, if required, to the Board.
- (6) Review, at least annually, the committee structure of the Board and the membership of the Board committees, including the Committee, and recommend to the Board nominees for appointment to each of the committees, including the Committee, taking into account the qualifications for membership, if any, specified in the applicable committee charter and the factors specified for consideration in making such appointments in the Company's Corporate Governance Guidelines, as from time to time in effect.

- (7) Review and reassess, at least annually, the adequacy of the Company's Corporate Governance Guidelines and recommend to the Board for approval any changes that the Committee deems necessary or appropriate.
- (8) Review periodically the procedures specified in the Company's By-laws for stockholder nominations of directors and recommend to the Board for approval any changes that the Committee deems necessary or appropriate.
- (9) Oversee the procedures adopted by the independent directors relating to stockholder communications with the Board, Board committees and individual directors and recommend to the independent directors for approval any changes that the Committee deems necessary or appropriate.
- (10) Review any proposals properly submitted by stockholders for inclusion in the Company's proxy statement and recommend to the Board any action to be taken in response to such proposals.
- (11) Oversee the annual evaluation of the Board.
- (12) Review and reassess the adequacy of this Charter on an annual basis and submit any recommended changes to the Board for approval.
- (13) Conduct and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter.
- (14) Encourage continuous director education.
- (15) Make regular reports to the Board.
- (16) Receive the Company's Corporate Social Responsibility report.
- (17) Identify risks facing the Company and assign risk oversight responsibility.
- (18) Discharge any other duty or responsibility assigned to it by the Board.