

**HOUSTON WIRE & CABLE COMPANY
COMPENSATION COMMITTEE CHARTER**

Effective August 4, 2017

(Supersedes the Compensation Committee Charter Adopted May 7, 2013)

I. Purpose.

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Houston Wire & Cable Company (the “Company”) to discharge the Board’s responsibilities relating to evaluation and compensation of the Company’s executive officers. This Charter specifies the scope of authority and responsibilities of the Committee.

II. Committee Membership.

The Committee will consist of at least three directors, all of whom, subject to any applicable phase-in rule, meet the independence requirements contained in The NASDAQ Stock Market listing standards, including the additional requirements applicable to members of compensation committees. All Committee members shall also be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, and at least two members shall be “outside directors” as defined by Section 162(m) of the Internal Revenue Code. The Board will appoint the Committee members annually. Members may be removed by the Board at any time in its discretion, but shall otherwise serve until a successor has been named. The Chair will be appointed by the Committee and may be removed by the Committee in its discretion. No director shall serve as a member of the Committee if such director has been or is currently a part of an interlocking directorate in which the Chief Executive Officer (the “CEO”) or another executive officer of the Company serves on the compensation committee of another company that employs such director. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

III. Meetings.

The Committee shall meet in person or by telephone conference, videoconference or other means of communication permitted under applicable Delaware law at least once a year. Additional meetings may be held as often as its members deem necessary to perform the Committee’s duties and responsibilities.

IV. Committee Authority and Responsibilities.

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a compensation consultant to assist in the evaluation of CEO or executive officer compensation. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain or obtain the advice of legal counsel or other advisors. The Committee shall have sole authority to retain, oversee and terminate any such compensation consultant, legal counsel and other advisors (each, an “Advisor”), including authority to approve an Advisor’s fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any Advisors retained by the Committee.

Before selecting, or receiving advice from, any Advisor to the Committee, the Committee shall consider all relevant factors, including the following:

- the provision of other services to the Company by the person that employs the Advisor;
- the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of such employer;
- the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor with a member of the Committee;
- any stock of the Company owned by the Advisor; and
- any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Committee will:

- Review and approve Company goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance for the prior year in light of those goals and objectives, and make recommendations to the Board with respect to the CEO's compensation level and other benefits. The CEO may not be present during any deliberations on his or her compensation.
- Consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years when determining the long-term component of the CEO's compensation.
- Review the CEO's recommendations on compensation of the executive officers of the Company and make recommendations to the Board with respect thereto and with respect to the Company's major compensation policies and practices. The Committee shall approve, based on an evaluation of performance, the annual compensation of the executive officers including base salary, short-term incentives, and long-term incentives. The Committee shall report its recommendations to the Board for approval and authorization.
- Approve any severance agreements, change of control agreements or similar agreements that are entered into between the Company and its executive officers other than the CEO.
- Review and evaluate the retirement and other benefit plans established by the Company for executive officers and other employees and approve recommendations of management regarding such plans.

- Administer and review the Houston Wire & Cable Company 2017 Stock Plan, including approving the number and distribution of awards under such plan.
- Produce an annual report on executive compensation for inclusion in the proxy statement as the Compensation Committee Report.
- Review and discuss with management the Compensation Discussion and Analysis prepared by management.
- Review and, following Committee discussions with and without the CEO, make recommendations to the Board concerning management development and succession planning activities (including an appropriate successor in the event of the unexpected death, incapacity or resignation of the CEO).
- Review periodically reports from the Company with respect to benefits provided to employees of the Company.
- Make recommendations to the Board with respect to director compensation.

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