



Compensation Committee Charter

Purpose:

The purpose of the Compensation Committee of the Board of Directors (the "Board") of International Wire Group, Inc., a Delaware corporation (the "Company"), shall be to discharge the Board's responsibilities relating to compensation of the Company's executive officers. The Committee has overall responsibility for approving and evaluating the executive officer compensation plans, policies and programs of the Company. The Committee shall also have overall responsibility for approving compensation for non-employee members of the Board.

In the event the Company has publicly traded equity securities, the Compensation Committee will also be responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement.

Committee Membership and Organization:

The Compensation Committee will be appointed by and will serve at the discretion of the Board. The Compensation Committee shall consist of no fewer than two members. The members of the Compensation Committee shall meet the (i) independence requirements of the listing standards of any national securities exchange or automated interdealer quotation system where the Company's securities are traded, (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and (iii) outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Committee Responsibilities and Authority:

- The Compensation Committee shall annually review and recommend to the full Board compensation for the Chief Executive Officer and the four most highly compensated executive officers of the Company other than the Chief Executive Officer, and review and approve compensation for any of the other executive officers of the Company, including, without limitation, (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation or arrangements. In recommending compensation for the Chief Executive Officer and the four most highly compensated executive officers of the Company other than the Chief Executive Officer, the Committee will set annual performance related goals. Equity compensation arrangements involving executive officers that are "reporting persons" for purposes of Section 16 of the Exchange Act shall be reviewed and approved by the Compensation Committee such that the provisions of Rule 16b-3 promulgated under Section 16 of the Exchange Act, if applicable, are complied with.
- The Compensation Committee may make recommendations to the Board with respect to incentive compensation plans.
- The Compensation Committee may form and delegate authority to subcommittees when appropriate.

- The Compensation Committee shall make regular reports to the Board.
- In the event the Company has publicly traded equity securities, the Compensation Committee shall report to the stockholders of the Company annually in the Company's proxy statement for its annual meeting of stockholders in accordance with the requirements of the Securities and Exchange Commission.
- The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- The Compensation Committee shall annually review its own performance.
- The Compensation Committee may retain a compensation consultant to be used by the Company to assist in the evaluation of the Chief Executive Officer or executive officer compensation on such terms as are determined by the Compensation Committee. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

Minutes:

The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.