


**Houston Wire & Cable Company**

HWCC NASDAQ

Electrical Components / Equipment

Market Capitalization USD:

\$204.14 mm**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less. 
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: James L. Pokluda**Age: 47****CEO Since: 2012**

	2009	2010	2011
Base Salary	\$475,000	\$475,000	\$475,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$292,043	\$475,000
Benefits and Perquisites	\$27,632	\$27,590	\$27,590
TOTAL ANNUAL COMPENSATION	\$502,632	\$794,633	\$977,590
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$502,632	\$794,633	\$977,590
Median of Other Named Executive Officers Total Compensation	\$264,545	\$571,114	\$690,595
Value Realized on Exercise of Stock Option	\$0	\$0	\$75,725
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$75,725

Proxy Date: 29 Mar 2012

Annual Meeting Date: 8 May 2012

Equity Reserves: 7.80%

Stock Option Run Rate: 0.95%

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Performance Comparison

■ S&P500 ■ Industry ■ HWCC



Peer Comparisons (TRBC) =Electrical Components / Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HWCC	Houston Wire & Cable Company	\$502,632	\$794,633	\$977,590	\$204,142,519
FARO	FARO Technologies, Inc.	\$699,204	\$935,614		\$524,258,904
AZZ	AZZ incorporated	\$1,451,822	\$1,569,198		\$486,318,240
MTSC	MTS Systems Corporation	\$1,536,198	\$1,435,894	\$1,900,187	\$480,264,841
WIRE	Encore Wire Corporation	\$619,985	\$1,072,735	\$1,310,695	\$479,359,135
PWER	Power-One, Inc.	\$1,730,290	\$8,181,751	\$5,369,090	\$467,072,055
AONE	A123 Systems, Inc.	\$1,511,214	\$1,552,945		\$433,541,431

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

NA

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Peter M. Gotsch	Chairman	47	Male	15	Outside Related
William H. Sheffield	Member	63	Male	6	Outside
Wilson B. Sexton	Member	75	Male	6	Outside

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