

SOUTHWIRE HOLDING COMPANY SUSTAINABILITY COMMITTEE CHARTER

Purpose:

In accordance with Southwire Holding Company's (the "Company") sustainability tenets of Growing Green, Living Well, Giving Back, Doing Right, and Building Worth, the purpose of the Sustainability Committee (the "Committee") of the Board of Directors (the "Board") of the Company is to:

- (i) Provide oversight in the development and implementation of significant policies and practices related to sustainability including environmental and social risks and opportunities, employee health and safety, ethics and compliance, and corporate citizenship.
- (ii) Assist management in setting and monitoring sustainable business goals, and establishing practices that create value for the Company and its shareholders, employees, suppliers and customers.
- (iii) Advise the Board and management on significant public issues that are pertinent to the Company and its shareholders, employees, suppliers and customers.

Committee Membership and Organization:

The Committee shall be comprised of at least three (3) members of the Board. The Committee members are elected and removed by the Board. The Board will designate a Committee Chair.

Committee Meetings:

The Committee will meet at least three (3) times per year. A majority of the members of the Committee will constitute a quorum for transacting business at a meeting. The Committee may take action by the affirmative vote of a majority of the Committee members present at a meeting. The Committee also may take action by unanimous written consent.

Responsibilities:

The Committee has direct responsibility for developing and overseeing the Company's sustainability efforts, practices and risks. as well as for the Company's Ethics and Compliance program. The Committee will review Company sustainability and ethics and compliance objectives, plans, and performance, and recommend actions, as necessary, to facilitate continuous improvement and align with stakeholder expectations.

In carrying out its responsibilities and purpose, the Committee will:

- Review and provide guidance to the Board and management team about the Company's business strategy and policies and programs related to sustainability, including the environment, employee health and safety, and community involvement.
- Assist management in the formation and implementation of policies, principles, and practices to foster the sustainable growth of the Company and to respond to evolving public policy and government regulation.
- Regularly evaluate and communicate to the Board and management team, as appropriate, any emerging political, social and environmental trends, risk and issues, including any regulatory developments, which may affect the business operations or public image of the Company, or otherwise potentially impact its shareholders, employees, suppliers and customers.
- Collaborate with the Governance Committee to ensure that appropriate sustainability goals are established, measured, and reported accurately and adequate resources are dedicated to sustainability related initiatives.

- Review Company performance against its environmental metrics around Energy & Greenhouse Gas Emissions; Materials, Recycling, and Circular Economy; Water & Wastewater; Sustainable Supply Chain and Procurement Practices; and Climate Change and Zero Carbon Transition.
- Review Company performance against its Customer Experience metric.
- Review Company performance against its Workplace Safety and Employee Wellbeing metrics.
- Review the Company’s product quality and product safety programs.
- Review the Committee’s charter and recommend any changes to the Board.
- Conduct a regular evaluation of the performance of its duties under the Committee’s charter and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
- Prepare and present to the Board periodic reports describing all actions taken by the Committee.
- Retain special legal, accounting or other consultants to advise the Committee from time to time.
- Perform all other duties and responsibilities delegated to the Committee by the Board.

Ethics and Compliance Program Oversight Responsibilities:

The Committee will:

- Oversee the Company’s periodic assessment of compliance risks, annually review and approve the budget and staffing of the Ethics and Compliance program, and concur in any significant diminution of program resources.
- Review and provide input on the Company’s Code of Business Conduct (the “Code”), as needed.
- Provide to the Chief Ethics and Compliance Officer and the primary leader responsible for the implementation of the Ethics and Compliance program (the “Ethics and Compliance Program Leader”):
 - opportunities to report to the Committee regarding the Ethics and Compliance program, including on the design and implementation of the program and the Company’s receipt of, response to, and systems for managing, helpline reports and allegations of misconduct;
 - opportunities to meet in executive session with the Committee at its meetings and also speak directly with the Committee Chair without management present (outside of Board and Committee meetings), as needed; and
 - opportunities to meet with new Board members as part of their onboarding to discuss their role relating to oversight of the Ethics and Compliance program, and ethics and compliance risks relevant to the Company.

Additionally, on behalf of the Committee, the Committee Chair will:

- Participate in the interview process for those hired or appointed as the Chief Ethics and Compliance Officer and Ethics and Compliance Program Leader, respectively.
- Be notified by management and approve in advance, the termination of employment, or significant diminution of role, of the Chief Ethics and Compliance Officer and the Ethics and Compliance Program Leader, respectively.
- Solicit input from the Committee on the performance of the Chief Ethics and Compliance Officer and the Ethics and Compliance Program Leader, respectively, and then provide input on behalf of the Committee to such individuals’ supervisors and/or them directly.

Last Updated: May 13, 2024