



# Ethics and Compliance Program Charter<sup>1</sup>

## I. Background

Southwire and its subsidiaries and other affiliates (“**Southwire**” or “**Company**”) are committed to the *Doing Right* vision of fostering a culture of ethical conduct, mutual respect, integrity, and honesty. This vision must be championed throughout the Company and ingrained in all of Southwire’s business activities. This includes operating in compliance with the Company’s values and all applicable laws, regulations, policies, and ethical standards. It also includes creating an environment that empowers team members to report misconduct and protects them from retaliation or adverse consequences for speaking up.

Southwire’s Ethics and Compliance Program (“**Program**”) prioritizes and addresses the Company’s compliance risks identified below. The Program is created to ensure that Southwire meets its legal, regulatory, and ethical responsibilities – and is an integral part of the Company’s overall risk management effort. The Program is designed to maintain and promote an ethical, responsible, and risk-aware company culture. A culture that achieves success by *Doing Right*.

This Charter sets forth the Program’s mission, leadership structure, framework, objectives, and responsibilities.

## II. Mission

The Program is designed to address and mitigate the following regulatory and non-regulatory compliance risks at Southwire:

<b>Regulatory risks:</b> <ul style="list-style-type: none"> <li>▪ Anti-money Laundering</li> <li>▪ Antitrust and Competition</li> <li>▪ Bribery and Corruption</li> <li>▪ Insider Trading</li> <li>▪ Trade Compliance</li> </ul>	<b>Non-regulatory risks:</b> <ul style="list-style-type: none"> <li>▪ Compliance Policy Management</li> <li>▪ Conflicts of Interest</li> <li>▪ Internal Reporting and Investigations</li> </ul>
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In addition to these in-scope risks, the Ethics and Compliance Team supports the Legal and Information Technology teams in managing Data Privacy/Protection risk. Similarly, the Ethics and Compliance Team supports Sourcing in managing Modern Slavery/Human Trafficking risk.

Lastly, the Ethics and Compliance Team collaborates with other functions to leverage synergies to address risk areas outside the scope of the Program. These risk areas include (1) Environmental Compliance, (2) Workplace Safety and Health, (3) Harassment and Discrimination, (4) Employee Relations, (5) Chemical Security, and (6) Product Compliance. While the Ethics and Compliance Team does not have primary or shared responsibility for these risk areas, its processes can be used to support the other functions in managing these risks (*e.g.*, collecting reports through the helpline and reporting out to the relevant function).

## III. Leadership Structure

The Program is led by Southwire’s *Chief Ethics and Compliance Officer* (“**CECO**”) and Deputy Chief Ethics and Compliance Officer (“**Compliance Lead**”)<sup>2</sup>, along with the Ethics and Compliance Team, Ethics and Compliance Program Advisory Committee, and Ethics and Compliance Executive Committee, as follows:

<sup>1</sup> This Charter was approved in May 2025 by the Sustainability Committee of the Board of Directors of Southwire Holding Company.

<sup>2</sup> Currently, Burt Fealing is the Chief Ethics and Compliance Officer and Spencer Preis is the Deputy Chief Ethics and Compliance Officer.

## **Chief Ethics and Compliance Officer (“CECO”)**

Responsible for the overall strategy and oversight of the Program. In this capacity, the CECO will receive regular reports from the Compliance Lead about the Program, issues of concern, and opportunities for improvement. The CECO may, but is not required to, attend meetings of the Ethics and Compliance Team.

## **Deputy Chief Ethics and Compliance Officer (“Compliance Lead”)**

Responsible for the day-to-day management of the Ethics and Compliance Team and the Program and, along with the Ethics Compliance team, overseeing the development, implementation, and management of the Program, including:

- Setting the agenda and leading Ethics and Compliance Team meetings.
- Delegating responsibilities and tasks to team members.
- Creating specific team roles, as needed, to meet the objectives of the team.
- Establishing a hierarchy and reporting structure for specific team roles to minimize conflicts and encourage a free flow of communication.
- Regularly reporting to the CECO.
- Reporting to Senior Management.
- Serving as (or appointing) a primary point of contact for issues related to the Program.
- Adding temporary members to the team when specialized skills or expertise are needed to complete discrete tasks, projects, or objectives.
- Adding new regular members as the team’s responsibilities expand over time or require new or additional skills or expertise.

## **Ethics and Compliance Team**

Report directly to the Compliance Lead on all issues involving the team, with authority and responsibility for completing tasks as determined and directed by the Compliance Lead.

These team members’ responsibilities include, but are not limited to, managing the Company’s Ethics and Compliance training and communications program, investigation program, third-party compliance screening program, trade compliance program, and conflict of interest program.

Additional regular members may be added to the team as its responsibilities expand and evolve or when new/additional skills and expertise are required. Temporary members may be added to the team when specialized skills or expertise are required for discrete tasks, projects, or team objectives.

The Compliance Lead will schedule team meetings as needed, but no less than once per quarter.

## **Ethics and Compliance Program Advisory Committee (“Advisory Committee”)**

Chaired by the Compliance Lead, the Advisory Committee will be comprised of a cross-section of Southwire leaders from Ethics and Compliance, Legal, People and Culture, Internal Audit, Corporate Security, and other departments or functions that the Compliance Lead may add. The Advisory Committee will advise on:

- The effectiveness of the Program.
- The impact of ethics and compliance-related procedures, processes, and initiatives on the businesses, functions, and/or departments.
- Gaps in the Program and/or opportunities for improvement.
- Trends in ethics and compliance-related misconduct.
- Ethics and compliance-related training needs throughout the Company.
- Plans for improving the Program.

The Advisory Committee will meet at least once per quarter.

## **Ethics and Compliance Program Executive Committee (“Executive Committee”)**

Chaired by the CECO, the Executive Committee shall be comprised of the Chief Financial Officer, Chief Human Resources Officer, Chief Operating Officer, Chief Audit Officer, Deputy Chief Ethics and Compliance Officer, and others that the CECO may add. The Executive Committee shall provide executive-level leadership and oversight of the Program to ensure that it 1) is well designed, 2) adequately resourced and empowered to function effectively, and 3) effective in practice, with more specific objectives defined in a separate charter.

The Executive Committee will meet at least once per quarter.

### **IV. Program Framework and Objectives**

The Program has been developed in accordance with the framework established by Chapter 8 of the United States Federal Sentencing Guidelines. Namely, the Program is structured to ensure that it is well designed, adequately resourced and empowered to function effectively, and effective in practice.

The Ethics and Compliance Team is tasked with the following objectives:

- Develop an ethics and compliance program that promotes the Company’s values and meets applicable legal requirements, regulatory expectations, customer contractual requirements, and industry best practices.
- Implement the Program in an effective and efficient manner.
- Manage, monitor, and audit the Program post-implementation and recommend, develop, and implement remediation measures and improvements, as necessary.
- Implement and monitor a Company-wide whistleblower reporting system.
- Develop and implement an internal investigation procedure.
- Develop key performance metrics to measure the effectiveness of the Program.
- Report to Senior Management on the overall status of the Program, including: (1) the progress of the Program implementation, (2) the adequacy of resources supporting the Program, (3) the effectiveness of the Program as demonstrated through the key performance metrics, (4) any trends or emerging issues, (5) opportunities for Senior Management engagement and support, (6) notable violations, investigations or reports of misconduct, and (7) recommended improvements, remediation or changes to the Program.
- Document the progress of the Program implementation.
- Collaborate with other departments and functions to implement and improve the overall effectiveness of the Program.
- Provide guidance, resources, best practices, and training materials to personnel to assist them in meeting applicable laws, rules, regulations, and Program standards.

### **V. Reporting on the Ethics and Compliance Program**

The CECO and Compliance Lead shall report regularly to the Executive Committee and other members of senior leadership regarding the status of the Program. Additionally, the CECO and Compliance Lead shall report to the Board of Directors at least every six (6) months on the overall Program strategy and issues related to the day-to-day management of the Program. Such reporting may include some or all of the following:

- The current state of the Program.
- Problems, issues, and trends relating to compliance and/or ethics at Southwire.
- Status of important investigations.
- New laws or regulations requiring a planned response.
- Analysis of metrics showing the effectiveness of the Program.
- Plans for the continuing improvement of the Program.

### **VI. Reviewing and Amending the Charter**

This Charter will be reviewed periodically and amended as necessary to promote the overall efficiency and effectiveness of the Program.