

Southwire Holding Company

Governance Principles

Introduction

The basic responsibility of the members of the Board of Directors (the “Board”) of Southwire Holding Company (individually and together with its subsidiaries and affiliates, as the context may require, the “Company”) is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. To that end, the Board desires to establish a system of governance principles within the existing organizational structure of the Company that permits the Board to carry out its basic responsibility.

In addition to the principles provided herein, the Board must comply with the Southwire Holding Company Board of Directors Code of Conduct, including provisions to maintain confidentiality of information shared as part of their role as a member of the Board, and with the Southwire Holding Company Conflicts of Interest and Related Party Transactions Policy for Shareholders, Board Members, and The Executive Leadership Team. Additionally, the Company’s shareholders set out expectations of the Board in their annual Shareholder Expectations Letter. Among other things, the Company’s shareholders expect for Board functionality and effectiveness to be paramount, with each Board member representing the interests of all the shareholders and working as an equal to their peers (see Sections 5 and 17 herein).

Selection, Composition and Performance of the Board

1. Board Membership Criteria

Members of the Board (“Directors”) must maintain a high level of integrity. They must apply themselves to understanding the business of the Company, its industries and its significant risks. They must have the appropriate skills necessary to function in the Company’s current operating environment and contribute to its future direction and strategies. Such skills may include, for example, financial, operational, management, risk management, technological, legal and other relevant skills, or experience in the electrical industry or in other manufacturing industries. The Board should be comprised of Directors with varying and diverse experiences and skills that enhance the effectiveness of the Board as a whole.

2. Size of the Board

The Board fixes the number of Directors from time to time in accordance with the Company’s Bylaws. On an annual basis, representation by Directors elected specifically from the Richards family (“Family-Directors”) will range between 25-33% of the Board, equivalent to two to four seats. At the Southwire Board, all seats whether held by Independent Directors, the CEO, or Family-Directors, shall have equal weight and equal responsibility. One seat gives a director one voice; no more and no less.

3. Selection of New Directors

The Board recommends nominees for election to the Board by the Company’s shareholders. In addition, the Board fills vacancies on the Board when necessary or appropriate. The

Governance Committee of the Board (the “Governance Committee”) is responsible for actively seeking qualified director candidates and developing and implementing the screening process to identify qualified director candidates. The Governance Committee shall recommend to the Board individuals to fill vacancies occurring from time to time on the Board, including vacancies resulting from an increase in the size of the Board.

4. Diversity

The Board believes that diversity, including differences in backgrounds, qualifications, experiences, ages, residences and personal characteristics, contributes to the overall effectiveness of the Board, and the Board should recommend nominees for election to the Board that provide diversity.

5. Board Composition

A majority of the Directors on the Board will be “Independent Directors.” “Independent Directors” are those who have no current relationship that would be construed in any way to compromise that Director’s independent exercise of judgment.

The Family-Directors perform a valuable role on the Board. Family-Directors serve at the pleasure of the shareholders and will be elected on their merits and general executive expertise, not on the size of ownership by: (i) any individual shareholder, or (ii) a group of shareholders failing to comprise a majority of shares. No Family-Director is entitled to a Board seat due to his or her stake in the company. An individual is selected as a Family-Director by the shareholders to represent the shares and opinions of **all** shareholders in the Board deliberations, to fulfill their role as a fiduciary, making decisions in the best interest of shareholders. Each Family-Director should consider whether a decision is aligned with the wishes of a majority of the shareholders rather than the wishes of an individual or a group representing less than a majority of the shares. This is one of the distinguishing features of Southwire as compared to most publicly-owned companies in that a significant percentage of the ownership of the Company is directly involved in the discussions of strategy, CEO selection, and other important matters discussed by the Board. Given the unique position of the Family-Directors, it is of the utmost importance that each Family-Director strictly observe the confidentiality requirements of the Southwire Holding Company Board of Directors Code of Conduct, the requirements, norms and obligations expressed throughout these Governance Principles and the limits expressly described in Section 17 herein regarding Board Access to Management.

6. Selection of Chair

The Chair of the Board is elected annually. Although the Board does not have a policy as to whether the roles of Chair of the Board and Chief Executive Officer should be separated, those roles are, and historically have been, separate. If the Chair is a member of the Richards family, then a “Lead Independent Director” will be designated by the Chair.

7. Lead Independent Director

The Board may appoint a Lead Independent Director by and from the independent Directors to serve in a lead capacity to coordinate the activities of other Independent Directors and to perform such other duties and responsibilities as the Board may determine, including:

- Presiding at meetings of the Board in the absence of, or upon the request of the Chair;
- Presiding over all executive meetings of Independent Directors;

- Serving as a liaison and supplemental channel of communication between the Chair and the Independent Directors;
- Reviewing Board agendas and recommended matters in collaboration with the Chair and Chief Executive Officer;
- If requested by major shareholders, ensuring that he/she is available for consultation and direct communication; and
- Interviewing candidates for Chief Ethics and Compliance Officer (or other highest role assigned responsibility for the oversight of the Company's Ethics & Compliance Program), soliciting input from all Directors on the performance of such individual, participating in the performance evaluation of such individual and sharing such input with Chief Executive Officer to report to such individual, and being notified prior to any termination of employment (or significant diminution of role) of such individual.

8. Orientation of New Directors

All new Directors must attend a Director orientation program, conducted by members of management under the direction of the Governance Committee, which serves as an introduction to the Company and its business. New Directors will be assigned a Board mentor to assist with the orientation process.

9. Service to Other Companies and Change in Employment or Professional Status

While serving on the Board, a Director shall serve on no more than four for-profit boards of directors, including the Board of the Company. While serving as an executive officer of the Company, such executive officer shall serve on no more than two for-profit company boards of directors, including the Board of the Company.

In the event that a Director has a significant change in their employment or professional status, they must tender their resignation from the Board to the Company's General Counsel, conditional on approval by the Governance Committee. All such resignation tenders will be reviewed by the Governance Committee, and no resignation shall be effective until reviewed and accepted by the Governance Committee.

10. Length of Term; Term Limits

Unless otherwise provided by the shareholders, all Directors shall be elected to serve one-year terms on the Board.

11. Maximum Age for Directors

No person shall be eligible to serve on the Board after the annual meeting of shareholders following their 72nd birthday. Any exceptions shall be made by affirmative vote of a majority of the shareholders.

12. Board Compensation

The Governance Committee periodically assesses the compensation of Directors in relation to other companies using third-party compensation consultants. The Board reviews the recommendations of the Governance Committee and determines the compensation of the non-employee Directors.

13. Executive Sessions of Independent Directors

In connection with each regularly scheduled meeting of the Board, the Independent Directors of the Board will hold an Executive Session to discuss any matters they deem appropriate.

14. Continuing Education

Knowledge is the foundation for assuring a safe and sound company. Each Director shall participate in periodic in-meeting presentations as well as site and supplier visits. Directors will be reimbursed for accredited seminars to facilitate continuing education. Additionally, each Director is required to complete at least 10 hours of approved continuing education every three calendar years.

15. Evaluation of Performance

The Board will perform a self-assessment of the Board's performance at least annually to improve the performance of the Board. Unless otherwise agreed to by the Board, at least every other year, the self-assessment will assess the performance of the Board as a whole, the individual Directors, and each of the Board's committees, respectively. The Governance Committee will oversee the conduct of the assessment, identify the subject matters to be addressed by the assessment, seek comments from all Directors, and communicate the results of any such assessment to the Board for discussion.

The Governance Committee may periodically hire third-party facilitators in connection with any assessment or to report results to the Board.

Board Relationship to Senior Management

16. Attendance of Non-Directors at Board Meetings

Other than the Corporate Secretary, members of management and other persons may attend Board meetings by invitation of the Board or Chief Executive Officer.

17. Board Access to Management

When Board members directly contact or meet with members of the management team it is distracting for company leaders, creates unnecessary questions about company direction, and opens conflict in the chain of command. Effective immediately, every Director desiring any contact or a meeting with any member of management, including site or plant management, must make that request to the Chief Executive Officer, who is authorized to deal with this request as appropriate based on his or her own judgment. Committee chairs, acting in connection with regular committee business, are exempted from this requirement.

18. Board Access to Independent Advisors

As deemed appropriate by the Chair, Directors may be permitted access to internal audits and to independent advisors of the Company, including the Company's independent accountants, outside counsel, consultants, regulators, investment bankers, or other advisors.

19. Board Interaction with Third Parties

The Board believes management speaks for the Company and its subsidiaries. Directors must confer and have the concurrence of the Company's management prior to speaking about the Company with constituencies that are involved with the Company and its subsidiaries, such as the media, investors and customers.

Meeting Procedures

20. Frequency of Meetings

The Board typically has four regularly scheduled meetings each year. In addition, special meetings may be called from time to time as circumstances warrant and pursuant to the Company's Bylaws. Directors should devote sufficient time and attention to prepare for all Board meetings and should attend all Board meetings.

21. Selection of Agenda Items for Board Meetings

The Chief Executive Officer, Chief Financial Officer, and Corporate Secretary typically confer to establish a recommended agenda for each meeting based upon input from the Chair and Lead Independent Director of the Board. All Directors are encouraged to suggest to the Chair or Lead Independent Director of the Board the inclusion of items for the agenda of any meeting.

22. Board Materials Distributed in Advance

To facilitate preparation for Board meetings, information that is important to the Board's understanding of agenda items and the Company's business shall be provided to the Directors at least five business days in advance of the meetings. Management will attempt to provide timely, pertinent, and complete information to apprise the Directors without being overwhelming.

23. Use of Technology During Meetings

Mindful that technology can be a constant distraction, all Directors and others present during Board and committee meetings will silence their phones and put them away and out of sight while the meeting is in session. From time to time at the request of the Chair or Lead Independent Director, the Board will meet without computers or tablets or any other technologies nearby, so as to have more intimate and undistracted discussions.

Committee Matters

24. Number and Structure of Committees

It is the general policy of the Company that all major decisions be considered by the Board as a whole. Accordingly, the committee structure of the Board is limited to those committees considered to be critical to the efficient operation of the Board. The current standing committees of the Board are the Executive Committee, Audit Committee, Human Resources Committee, Governance Committee, and Sustainability Committee. From time to time, other committees may be formed as the need arises. Each standing committee will have its own charter. The advice of the Governance Committee should be sought when drafting charters and material amendments to charters to ensure they reflect good governance practices. Committee charters will set forth the purposes and responsibilities of the committees, the qualifications for committee membership, and will require the committee to evaluate its performance. Each committee will report regularly to the Board regarding its activities. Committee reports may be verbal or in writing and may be provided by delivering the committee's minutes.

25. Assignment and Rotation of Committee Members and Chairs

The Board assigns committee members and committee chairs after consideration of the needs

of the Company and the skills and desires of individual Directors. Every other year, or as needed, committee membership and chairs are evaluated by the Lead Independent Director and any recommended changes are made to the Governance Committee.

26. Committee Meeting Frequency and Agenda

The Chair of each committee, in consultation with the committee members and management, will determine the agenda, frequency, and length of the committee meetings consistent with any requirements set forth in the applicable committee's charter. The schedule for each committee will be furnished to all Directors.

27. Audit Committee Expertise

The Board will determine at least on an annual basis whether at least one member of the Audit Committee satisfies the criteria necessary to be deemed an "audit committee financial expert," as such criteria is established by the U.S. Securities and Exchange Commission.

28. Review of Related Party Transaction

The Company shall maintain a separate Conflicts of Interest and Related Party Transactions Policy for Shareholders, Board Members, and the Executive Leadership Team to govern the review and evaluation of all related party transactions and other potential conflicts of interest.

Leadership Development

29. Formal Evaluation of Chief Executive Officer

Annually the Board will evaluate the Chief Executive Officer, which will be communicated to the Chief Executive Officer by the Chair or other discussions of the Board. The evaluation should be based on objective criteria including performance of the Company, accomplishment of long-term strategic objectives, and development of management. The Human Resources Committee will use the evaluation when considering the compensation of the Chief Executive Officer.

30. Succession Planning and Management Development

Management should make a report to the Governance Committee on all succession plans in place for the Company on an annual basis, or at such other times as circumstances warrant. The Company's succession planning should include policies and principles for selection of a Chief Executive Officer, senior management and Directors as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer, senior management or Directors. The Chief Executive Officer should at all times make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

31. Risk Management

The Board, with assistance as necessary from its committees, oversees the Company's management of financial, operational, information technology, market, capital, liquidity, reputation, strategic, legal, compliance and other risks. The Board also oversees the Company's enterprise management framework.

Review and Disclosure

32. Review of the Governance Principles

The Governance Committee has primary oversight responsibility for these Governance Principles and will review these Governance Principles annually, recommending revisions to the Board as it deems necessary. The Company will make these Governance Principles available on the Company's website and will disclose in its annual proxy statement that these Governance Principles are available on the Company's website.

Effective May 5, 2025