

SOUTHWIRE COMPANY HUMAN RESOURCES COMMITTEE CHARTER

Purpose:

The Human Resources Committee (the “Committee”) is responsible for overseeing human resource and compensation policies, practices and initiatives throughout Southwire (the “Company”) that are consistent with the strategy set by the Shareholders.

Organization:

The Committee will consist of at least three members of the Board of Directors who are independent from management, who are elected and removed by the Board of Directors. The Board of Directors will designate a Committee Chair. The Committee will meet at least four times a year. The Committee will have the authority and the appropriate resources to engage advisors to facilitate the Committee’s functional effectiveness and independence.

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 may also take action by unanimous written consent.

Responsibilities:

In carrying out its purpose, the Committee will fulfil the following responsibilities:

CEO:

- Recommend to the Board the job description, objectives and incentive performance goals, any employment or severance agreements, and the remuneration package of the CEO and annually evaluate his or her performance and discuss the results of this evaluation in executive session of the Board.
- Develop and recommend to the Board a succession plan and an emergency succession plan for the CEO.

Executive Management:

- Annual review with the CEO performance evaluations and succession plans for the executive leadership team.
- Approve incentive performance goals, any employment or severance agreements, and the remuneration packages of the Company's officers.
- Periodically utilize external resources to ensure the Company's executive compensation programs are competitive and aligned with the Company's objectives.

Directors:

- Recommend to the Board appropriate compensation and benefits for non-employee directors of the Company.

Other:

- Periodically review the overall compensation practices and benefits administration of the Company.
- Periodically assess the Company's human resources policies, practices and initiatives and its management of risk.
- Prepare and present to the Board of Directors periodic reports describing all actions taken by the Committee.
- Conduct an annual self-assessment of the Committee's effectiveness.
- Conduct a regular review of this Charter and make appropriate revisions.
- Perform all other duties and responsibilities delegated to the Committee by the Board of Directors.

Culture and Engagement:

- Oversee and assess the strategic relevance of community relations, charitable priorities and activities and assess the impact of these activities on the morale of employees and their beliefs about the Company and culture they work in.
- Ensure great communication and the encouragement of employee engagement/dialogue – to ensure the influence of best policy/practice is appreciated and reflected in individual/Company achievements.