

SOUTHWIRE HOLDING COMPANY GOVERNANCE COMMITTEE CHARTER

Purpose:

The purpose of the Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Southwire Holding Company (the “Company”) shall be to: (i) review and make recommendations to the Board on matters concerning corporate governance and Board and committee composition; (ii) identify, evaluate and nominate candidates for the Board; (iii) assist the Board in its review of Board performance; and (iv) identify and report to the Board any conflicts of interest.

Committee Membership and Organization:

The Committee shall consist of a minimum of three (3) members of the Board. The Committee members are elected and removed by the Board. The Board will designate a Committee Chair. The Committee shall have the authority to delegate any of its responsibilities to subcommittees.

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. The Chief Executive Officer shall be invited to attend meetings of the Committee.

Responsibilities:

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

Board Composition and Member Qualifications:

- Make recommendations to the Board regarding the size, composition and criteria for membership on the Board and committees of the Board.
- Identify independent director nominees for election to the Board.
- Recommend to the Board the appointment of the members of the Board and Chair of each committee of the Board.

Review of Corporate Documents:

- Review the Code of Business Conduct for the Company and any other corporate governance documents including each Board committee charter.
- Review proxy materials and make recommendations to the Board for consideration at the Company’s annual meeting of shareholders.

Performance Evaluation:

- Periodically review attendance, potential conflicts of interest, retirement or changes in employment for members of the Board and suggest any action to the Board.

- Regularly conduct a self-evaluation of the Board’s performance, monitor the performance of each committee of the Board and report the results to the Board.
- Review best practices in corporate governance and recommend policy changes as appropriate.
- Conduct an evaluation of the performance of its duties under the Committee’s charter and present the results of the evaluation to the Board.
- Review the Committee’s charter and recommend any changes to the Board.

Committee Responsibilities:

- Maintain procedures for interested parties to communicate with independent directors.
- Review and approve the Company’s Environmental, Social, and Governance (“ESG”) strategy, framework, and reporting and ensure that each of the Company’s ESG priorities is adequately covered by the committees of the Board.
- Recommend to the Board appropriate compensation and benefits for non-employee members of the Board and hire a compensation consultant as necessary to assist with Board compensation.
- Retain special legal, accounting or other consultants to advise the Committee from time to time.
- Review, approve and oversee any transaction between the Company and any related person on an ongoing basis and make recommendations to the Board regarding such transactions.
- Periodically review the Company’s Governance Principles and recommend any proposed changes to the Board for approval.
- Periodically review and approve the Board of Directors Code of Conduct.
- Annually review the succession plans for directors, Board leadership and Board committee leadership.
- Prepare and present to the Board periodic reports describing all actions taken by the Committee.
- Perform all other duties and responsibilities delegated to the Committee by the Board.

Last Updated: May 18, 2022