

**SOUTHWIRE COMPANY**  
**SUSTAINABILITY COMMITTEE CHARTER**

**Purpose:**

The purpose of the Sustainability Committee of the Board of Directors 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, ethical business practices, 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; and (iii) advise the board and management on significant public issues that are pertinent to the Company and its shareholders, employees, suppliers and customers.

**Responsibilities:**

The Committee has direct responsibility for developing and overseeing the Company's sustainability efforts and practices. It will review Company sustainability objectives, plans and performance and recommend actions, as necessary to facilitate continuous improvement and align with stakeholder expectations. To fulfill this responsibility, the Sustainability Committee shall have the following specific authority and responsibilities (in addition to any others the board may delegate to the committee):

- Review and provide guidance to the board and management team about the Company's policies and programs related to sustainability business strategy, including the environment, employee health and safety, community involvement, and ethics;
- 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;
- Consider and bring to the attention of the board and management team as appropriate any emerging political, social and environmental trends and/or regulatory developments that may affect the business operations, public image of the company or otherwise potentially impact its shareholders, employees, suppliers and customers;

- Assure that appropriate sustainability goals are established, measured and reported accurately and adequate resources are dedicated to sustainability related initiatives; and
- Review and assess the scope and content of the charter regularly.

**Membership:**

The Committee will consist of at least three members to be elected by the Board of Directors. The Board of Directors will designate a Committee Chair.

**Meetings:**

The Committee will meet at least three times a year.