

SOUTHWIRE HOLDING COMPANY

HUMAN RESOURCES COMMITTEE CHARTER

Purpose:

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

Committee Membership and Organization:

The Committee shall be comprised of at least 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 will have the authority and the appropriate resources to engage advisors to facilitate the Committee’s functional effectiveness and independence.

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.

Responsibilities:

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

Chief Executive Officer (CEO):

- Review the job description and objectives of the CEO and approve incentive performance goals, any employment or severance agreements, and the remuneration package of the CEO and other benefits on an annual basis.
- Annually evaluate the CEO’s performance and discuss the results of such evaluation in executive sessions of the Board.
- Annually review the succession plan and emergency succession plan for the CEO and recommend any proposed changes to the Board.

Executive Management:

- Annually review with the CEO the performance evaluations and succession plan for the executive leadership team.
- Approve incentive performance goals, any employment or severance agreements, and the remuneration packages of the Company’s chief executive officer, chief operating officer, executive vice presidents, and senior vice presidents.
- Periodically utilize external resources to ensure the Company’s executive compensation programs are competitive and aligned with the Company’s objectives.

Culture and Engagement:

- Evaluate and recommend strategies for the development and retention of diverse employees.
- 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 in which they work.
- Ensure great communication and the encouragement of employee engagement/dialogue to ensure the influence of best policy/practice is appreciated and reflected in individual and Company achievements.

Other:

- Periodically review the overall compensation practices and benefits administration of the Company.
- Periodically assess the Company's human resources and risk management policies, practices, and initiatives.
- Prepare and present to the Board periodic reports describing all actions taken by the Committee.
- Oversee the Company's diversity, equity, and inclusion programs.
- Oversee the Company's employee engagement and retention strategy and talent attraction strategy consistent with the Company's environmental, social and governance (ESG) priorities.
- Review and approve management's draft of any sections of the Company's proxy statement addressing executive compensation.
- Conduct an evaluation of the performance of its duties under the Committee's charter and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
- Review the Committee's charter and recommend any changes to the Board.
- Perform all other duties and responsibilities delegated to the Committee by the Board.

Compensation Consultant and Advisors:

The Committee shall have the sole authority to contract with, including to retain and pay, any expert, outside consultant, external legal, accounting, compensation, or other advisor to assist in the evaluation of executive compensation.

Last Updated: May 18, 2022