



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 of Directors. 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 the shareholders and working as an equal to their peers.

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.

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 Board utilizes its Governance Committee to screen and recommend to the Board candidates based on input

from whatever sources the Governance Committee may reasonably choose.

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.

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. 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.

8. Service to Other Companies

While serving on the Board, a Director shall serve on no more than four for-profit company boards of directors, including the Board of the Company. Additionally, while serving on the Board, a Director may serve on no more than four for-profit company audit committees, including the Company’s Audit Committee. While serving as an executive officer of the Company, such executive officer shall serve on no more than two for-profit company board of directors, including the Board of the Company.

9. Length of Term; Term Limits

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

10. 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 the shareholders.

11. Board Compensation

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

12. 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.

13. Continuing Education

Knowledge is the foundation for assuring a safe and sound corporation. 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.

14. 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. 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

15. Attendance of Non-Directors at Board Meetings

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

16. Board Access to Management

The Board is responsible for oversight, not management, of the Company. Therefore, Directors must coordinate any desired contact with senior or other members of management through the Chief Executive Officer. This helps ensure that such contact is not distracting to the business operation of the Company and that conflicts are avoided in their chain of command. An exception to this requirement is that Board committee chairs need not coordinate contact with members of management in connection with regular committee business. The Board may invite members of management into Board meetings to provide additional insight into the items being discussed or to provide such individuals with exposure to the Board.

17. 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.

18. 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

19. 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.

20. 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.

21. 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 is to 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.

22. 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 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

23. 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.

24. Assignment and Rotation of Committee Members

The Board assigns committee members after consideration of the needs of the Company and the skills and desires of individual Directors. Membership is rotated periodically, but such rotation is not mandated as policy as there may be reasons to maintain committee memberships for a longer period of time.

25. 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 committee's charter. The schedule for each committee will be furnished to all Directors.

26. 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.

27. Review of Related Party Transaction

Except as otherwise defined in the Southwire Holding Company Conflicts of Interest and Related Party Transactions Policy for Shareholders, Board Members, and The Executive Leadership Team, the Governance Committee will review on an ongoing basis all Related Party Transactions.

Leadership Development

28. 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.

29. 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.

30. 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

31. 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.

Approved by Southwire Holding Company Board of Directors on December 15, 2021