

# Ethics and Compliance Program Charter

*Effective September 14, 2021*

## I. Background

Southwire and its subsidiaries and other affiliates (“**Southwire**” or “**Company**”) are committed to the *Doing Right* vision of fostering a culture of ethical conduct, mutual respect, integrity, and honesty. This vision must be championed throughout the Company and ingrained in all of Southwire’s business activities. This includes operating in compliance with the Company’s values and all applicable laws, regulations, policies, and ethical standards. It also includes creating an environment that empowers employees to report misconduct and protects them from retaliation or adverse consequences for speaking up.

Southwire’s Ethics and Compliance Program (“**Program**”) prioritizes and addresses the Company’s top compliance risks. The Program is created to ensure that Southwire meets its legal, regulatory, and ethical responsibilities – and is an integral part of the Company’s overall risk management effort. The Program is designed to maintain and promote an ethical, responsible, and risk-aware company culture. A culture that achieves success by *Doing Right*.

This Charter sets forth the Program’s mission, leadership structure, framework, objectives, and responsibilities.

## II. Mission

The Ethics and Compliance Program is led by Southwire’s *Executive Vice President, General Counsel, and Chief Ethics and Compliance Officer* (“**CCO**”). The *Vice President, Associate General Counsel, and Ethics and Compliance Officer* (“**Compliance Lead**”) is responsible for the day-to-day management of the Program. The Compliance Lead along with the Ethics and Compliance team will oversee the development, implementation, and management of the Program.

The Program is designed to address and mitigate Southwire’s top regulatory and non-regulatory compliance risks. The Program’s in-scope risks are as follows:

<b>Regulatory risks:</b> <ul style="list-style-type: none"> <li>▪ Anti-money Laundering</li> <li>▪ Antitrust and Competition</li> <li>▪ Bribery and Corruption</li> <li>▪ Insider Trading</li> <li>▪ Trade Compliance</li> </ul>	<b>Non-regulatory risks:</b> <ul style="list-style-type: none"> <li>▪ Compliance Policy Management</li> <li>▪ Conflicts of Interest</li> <li>▪ Internal Reporting and Investigations</li> </ul>
--	---

In addition to the in-scope risks, the Ethics and Compliance team supports the Legal and Information Technology teams in managing Data Privacy/Protection risk. Similarly, the Ethics and Compliance team supports the Strategic Sourcing and the Tools, Components, and Assembled Solutions (TCAS) Sourcing teams in managing Modern Slavery/Human Trafficking risk.

Lastly, the Ethics and Compliance team collaborates with other functions to leverage synergies to address risk areas outside the scope of the Program. These risk areas include (1) Environmental Compliance, (2) Workplace Safety and Health, (3) Harassment and Discrimination, (4) Employee Relations, (5) Chemical Security, and (6) Product Compliance. While the Ethics and Compliance team does not have primary or shared responsibility for these risk areas, its existing processes can be used to support the other functions in managing these risks (*e.g.*, collecting reports through the helpline and reporting out to the relevant function).

### III. Leadership Structure

<p><b>Executive VP, General Counsel, and Chief Ethics and Compliance Officer (“CCO”)</b></p> <p>Responsible for the overall strategy and oversight of the Ethics and Compliance Program. In this capacity, the CCO will receive regular reports from the Compliance Lead about the Program, issues of concern, and opportunities for improvement. In addition, the CCO may, but is not required to, attend meetings of the Ethics and Compliance team.</p>	<p><b>VP, Associate General Counsel, and Ethics and Compliance Officer (“Compliance Lead”)</b></p> <p>Responsible for the day-to-day management of the Ethics and Compliance Team and Program, including:</p> <ul style="list-style-type: none"> <li>▪ Setting the agenda and leading the Ethics and Compliance team meetings.</li> <li>▪ Delegating responsibilities and tasks to team members.</li> <li>▪ Creating specific team roles, as needed, to meet the objectives of the team.</li> <li>▪ Establishing a hierarchy and reporting structure for specific team roles to minimize conflicts and encourage a free flow of communication.</li> <li>▪ Regularly reporting to the CCO.</li> <li>▪ Reporting to Senior Management.</li> <li>▪ Serving as (or appointing) a primary point of contact for issues related to the Program.</li> <li>▪ Adding temporary members to the team when specialized skills or expertise are needed to complete discrete tasks, projects, or objectives.</li> <li>▪ Adding new regular members as the team’s responsibilities expand over time or require new or additional skills or expertise.</li> </ul>
<p><b>Ethics and Compliance Team</b></p> <p>Report directly to the Compliance Lead on all issues involving the team, with authority and responsibility for completing tasks as determined and directed by the Compliance Lead.</p> <p>The initial regular members of the team are:</p> <ul style="list-style-type: none"> <li>▪ Compliance Lead</li> <li>▪ Director of Ethics and Compliance – member</li> <li>▪ Director of Import/Export – member</li> <li>▪ Manager of Corporate Governance – member</li> </ul> <p>Additional regular members may be added to the team as its responsibilities expand and evolve or when new/additional skills and expertise are required.</p> <p>Temporary members may be added to the team when specialized skills or expertise are required for discrete tasks, projects, or team objectives.</p> <p>The Compliance Lead will schedule team meetings as needed, but no less than once per quarter.</p>	<p><b>Ethics and Compliance Program Advisory Committee (“Advisory Committee”)</b></p> <p>Created and chaired by the Compliance Lead, the Advisory Committee will be comprised of a cross-section of Southwire leaders including Compliance, Legal, Human Resources, Internal Audit, Corporate Security, and other departments or functions. The Advisory Committee will advise on:</p> <ul style="list-style-type: none"> <li>▪ The effectiveness of the Program</li> <li>▪ The impact of ethics and compliance-related procedures, processes, and initiatives on the businesses, functions, and/or departments</li> <li>▪ Gaps in the Program and/or opportunities for improvement</li> <li>▪ Trends in ethics and compliance-related misconduct</li> <li>▪ Ethics and compliance-related training needs throughout the Company</li> <li>▪ Plans for improving the Program</li> </ul> <p>The Advisory Committee will meet at least once per quarter.</p>

#### **IV. Program Framework and Objectives**

The Ethics and Compliance Program has been developed in accordance with the framework established by Chapter 8 of the United States Federal Sentencing Guidelines. Namely, the Program is structured around the following seven elements:

- Program Governance
- Risk Assessment
- Policies and Procedures
- Investigations and Discipline
- Due Diligence / Third-Party Management
- Communication and Effective Training
- Monitoring, Auditing, and Continual Improvement

The Ethics and Compliance team is tasked with the following objectives:

- Develop an ethics and compliance program that promotes the Company's values and meets applicable legal requirements, regulatory expectations, customer contractual requirements, and industry best practices.
- Implement the Program in an effective and efficient manner.
- Manage, monitor, and audit the Program post-implementation and recommend, develop, and implement remediation measures and improvements, as necessary.
- Implement and monitor a Company-wide whistleblower reporting system.
- Develop and implement an internal investigation procedure.
- Develop key performance metrics to measure the effectiveness of the Program.
- Report to Senior Management on the overall status of the Program, including: (1) the progress of the Program implementation, (2) the adequacy of resources supporting the Program, (3) the effectiveness of the Program as demonstrated through the key performance metrics, (4) any trends or emerging issues, (5) opportunities for Senior Management engagement and support, (6) notable violations, investigations or reports of misconduct, and (7) recommended improvements, remediation or changes to the Program.
- Document the progress of the Program implementation.
- Collaborate with other departments and functions to implement the Program and improve its overall effectiveness.
- Provide guidance, resources, best practices, and training materials to personnel to assist them in meeting applicable laws, rules, regulations, and Program standards.

#### **V. Reporting on the Ethics and Compliance Program**

The Compliance Lead shall report regularly to the CEO and other members of senior leadership regarding the status of the Program. Additionally, the CCO and Compliance Lead shall report to the Board of Directors on at least a bi-annual basis on the overall Program Strategy and issues related to the day-to-day management of the Program. Such reporting may include some or all of the following:

- The current state of the Program.
- Problems, issues, and trends relating to compliance and/or ethics at Southwire.
- Status of important investigations.
- New laws or regulations requiring a planned response.
- Analysis of metrics showing the effectiveness of the Program.
- Plans for the continuing improvement of the Program.

#### **VI. Reviewing and Amending the Charter**

This Charter will be reviewed periodically and amended as necessary to promote the overall efficiency and effectiveness of the Program.

# Appendix A

## Ethics and Compliance Program Governance Structure \*

Role	Responsibility	Position/Function	Southwire Employee
Chief Compliance and Ethics Officer (“CCO”)	Overall strategy and oversight of the Program	Executive Vice President, General Counsel, and Chief Ethics and Compliance Officer	Burt Fealing
Compliance Lead	Day-to-day management of the Program	Vice President, Associate General Counsel, and Ethics and Compliance Officer	Spencer Preis
Ethics and Compliance Team	Support the Compliance Lead in the day-to-day management of the Program	Vice President, Associate General Counsel, and Ethics and Compliance Officer	Spencer Preis
		Director of Ethics and Compliance	Shaun Miller
		Director of Import/Export	Jeff Williams
		Manager of Corporate Governance	Danielle Pruitt
Ethics and Compliance Program Advisory Committee (“Advisory Committee”)	Advise on the effectiveness, impact, plans for improvement, and trends related to the Program	Ethics and Compliance Team	Spencer Preis Shaun Miller Jeff Williams Danielle Pruitt
		Legal	Destiny Washington
		Human Resources	Tonya Moore Autumn Hill
		Corporate Security	Howell Barbee
		Internal Audit	Alicia Wilson

\* This is the initial list of employees serving in these roles. This Appendix shall be updated from time to time.