

# Governance Committee Charter

February 2019

## SOUTHWIRE 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 review and make recommendations to the Board on matters concerning corporate governance; Board composition; identification, evaluation and nomination of director candidates; composition of Board committees; assist Board in its review of Board performance; and identify and report to the Board any conflicts of interest.

### **Committee Membership:**

The Committee shall consist of a minimum of three directors. A majority of the Committee members shall constitute a quorum. The Chief Executive Officer shall be invited to attend meetings of the Committee. The Chair and each of the Committee members will be appointed or removed by the Board. The Committee shall have the authority to delegate any of its responsibilities to subcommittees.

### **Board Composition and Director 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 and Chair of each committee.

### **Review of Corporate Documents:**

- Periodically review the Code of Business Conduct and Ethics for the Company and any other Corporate Governance documents.
- Regularly review the adequacy of each committee charter and recommend changes to the Board.
- Review proxy materials and make recommendations to the Board for consideration at the Company’s annual meeting of Shareholders.

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## **Performance Evaluation:**

- Periodically review attendance, potential conflicts of interest, retirement or changes in employment for Directors and suggest any action.
- Regularly conduct a self-evaluation of the Board's performance, monitor the performance of each Board committee and report the results to the Board.
- Review best practices in corporate governance and recommend policy changes as appropriate.

## **Director Compensation:**

- Review annual compensation for Directors, Chairs and the Lead Directors and recommend changes to the Human Resources Committee to execute as appropriate.

## **Committee Responsibilities:**

- Maintain procedures for interested parties to communicate with Independent Directors.
- Retain special legal, accounting or other consultants to advise the Committee from time to time.

As part of its ongoing and general function, the Committee shall: meet as necessary, but no fewer than four times each year, and may meet in person, by telephone conference call, or act by unanimous written consent; keep minutes or other records of all Committee meetings and approve them by subsequent action; report to the Board on its activities on a regular basis; review and report other matters and carry out such other duties as may be delegated to it by the Board from time to time.