

SOUTHWIRE COMPANY HUMAN RESOURCES COMMITTEE CHARTER

Purpose

The Human Resources Committee (the “Committee”) is responsible for overseeing the highest quality HR policy, practices and initiatives throughout Southwire, - - - consistent with the strategy for the Company and its Shareholders - - - as an essential part of developing competitively advantaged individuals, within a dynamic, challenging and exciting culture - - - thus helping to make Southwire a recognized and respected employer of choice and an industry leader.

Organization

The Committee will consist of at least three members, who are elected by the Board of Directors. The Board of Directors will designate a Committee Chair. The Committee will meet at least four times a year. Management will provide the appropriate resources and advisors to facilitate the Committee’s functional effectiveness and independence.

Responsibilities

1. Succession and Development
2. Compensation Philosophy and Executive Oversight
3. Governance, Compliance, and Benefits Administration
4. Culture and Engagement

In carrying out its purpose, the Committee will:

Succession and Development

- Ensure appropriate succession and development plans, to meet the Company’s business objectives, exist for the Officers and Senior Leadership of the Company.
- Succession plans shall be reviewed by the full Board, with the Committee’s input.

Compensation Philosophy and Executive Oversight

- Periodically review the executive compensation philosophy and all of the Company’s compensation and benefit policies, programs and practices for officers and other employees who are key to the Company’s business to confirm that they remain equitable, competitive and consistent with the Company’s compensation philosophy.
- Recommend/oversee the job description, appointment, objectives, performance and remuneration package of the CEO and ensure fair assessment of his performance - taking appropriate corrective/dismissal action as necessary. Enterprise risk and other appropriate risk factors will be considered with respect to remuneration packages for the CEO. Compensation should be structured to discourage unwarranted or excessive risk-taking.

- Recommend/oversee the job description, objectives, and remuneration packages of the Company's officers and ensure fair assessment of their respective performances. Enterprise risk and other appropriate risk factors will be considered with respect to remuneration packages for Company officers. Compensation should be structured to discourage unwarranted or excessive risk-taking.
- Conduct an annual self-assessment of the Committee's effectiveness.
- Conduct a regular review of this Charter and make appropriate revisions.

Culture and Engagement

- Ensure the resources exist to direct and administer the human resources function in an effective and empathetic manner - with emphasis on great communication and the encouragement of employee engagement/dialogue – to ensure the influence of best policy/practice is appreciated and reflected in individual/Company achievements.
- 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 they work in.

Governance, Compliance, and Benefit Administration

- Ensure relevant best practice exists in relation to governance, remuneration and benefits, diversity, employee relations, labour-union relations, contracts, and health and safety, to meet Company goals and assess the risk implications for such policies and practices.