

CODE OF BUSINESS CONDUCT

Doing Right, The Right Way



DOING RIGHT
ETHICS & COMPLIANCE
THE RIGHT WAY

Worldwide Edition: Effective July 1, 2020



* This Worldwide Version of the Southwire Code of Business Conduct – Doing Right, The Right Way (the “Code” or “Code of Business Conduct”) applies to all employees of Southwire Company, LLC and its subsidiaries and other affiliates, wherever located worldwide (collectively and individually, “Southwire” or the “Company”). In addition to this Code, all employees of Southwire must comply with all applicable local, state, provincial, and federal governmental laws, regulations and other legal requirements. Additionally, there are supplemental written policies related to this Code that apply to all employees and/or those employees who work in particular locations or for particular subsidiaries, affiliates, or business units of Southwire.



REPORTS AND QUESTIONS

Questions about the Southwire Code of Business Conduct – Doing Right, The Right Way, or reports of suspected violations of the Code should be made as soon as possible using one of the following channels:

- **A Southwire local supervisor or manager**
- **A Southwire Human Resources representative**
- **The Southwire Human Resources Compliance Director**
- **Southwire’s Ethics and Compliance Office:**
 1. Mail or In-Person –
Ethics and Compliance Office
Southwire Company, LLC
One Southwire Drive
Carrollton, Georgia USA 30119
 2. Phone – +1 (770)832-4201
 3. Email – doing.right@southwire.com

The Doing Right Helpline:

The Doing Right Helpline is run by an independent third party and is available 24/7, 365 days a year. Reports to the Doing Right Helpline may be made anonymously if desired. There are three ways to submit a report through the Doing Right Helpline:

1. Website – doingrightconnection.com
2. Phone – You may call the Helpline free of charge. The number in the United States is +1 (800)504-9514. Phone numbers outside of the United States and further instructions are available at doingrightconnection.com.
3. Text Message – +1 (678)780-4262

If you report an allegation of misconduct or raise a concern or question to any other person or through any other channel and you do not receive a timely or satisfactory response, immediately report the allegation/concern/question to the Ethics and Compliance Office and/or Doing Right Helpline.



MESSAGE FROM OUR CHIEF EXECUTIVE OFFICER

As Southwire moves forward in a changing and increasingly competitive world, I have confidence that we will meet our challenges by doing the right thing, the right way, for all of our stakeholders, wherever we do business. We have restructured our business in order to become more competitive and more responsive to our customers' needs. I recognize, however, that you also may need updated tools and training so that you can continue to outperform our competition, while meeting your own professional and personal goals. The updated, Southwire Code of Business Conduct – Doing Right, The Right Way (the “Code”), not only reminds you to do the right thing, but we want to help you do what is right in the right way. Please read it carefully, know and follow the rules, and raise questions, issues, or concerns about any suspected breaches or violations of the Code, as required.

OUR MISSION is to prevail in the fiercely competitive wire and cable industry because we have the best products and technology, the most skilled and responsive people, and a commitment to quality, performance, ethical and fair dealing, and customer satisfaction that is unequaled by our competitors.

OUR BUSINESS PHILOSOPHY IS TO:

- Lead our core segments by providing the best products, innovations, and technology;
- Expand in our core markets without breaching ethical, legal, or regulatory rules, laws or standards;
- Spend each dollar wisely and lawfully;
- Properly care for our people, our customers, our assets, and our investments;
- Maintain a ONE Southwire focus to build a culture of empowerment, trust, consistency, and inclusion; and
- Protect and preserve Southwire's reputation for high and ethical standards, fair play, and superior performance as a highly valued Company asset or treasure.

Our hard work, shared ideas, product quality, superior customer service, vigorous competition, and commitment to ethics, fair dealing, and legal compliance, will set us apart from the competition, help our customers thrive, and ensure Southwire's continued success. I am excited about our future and look forward to working on that future, together, with all of you.

Rich Stinson
President and Chief Executive Officer



MESSAGE FROM OUR CHIEF ETHICS AND COMPLIANCE OFFICER

We are providing this updated Southwire Code of Business Conduct – Doing Right, The Right Way (the “Code”), so that you have the tools to help you continue to outperform our industry competitors in all areas, including our reputation for leadership on ethics, compliance, and fair play, a valuable Company asset. Remember to keep our values and the Company’s reputation at the forefront as you go about your workday.

OUR VALUES

As an employee, officer, director or business associate of Southwire, you should:

- Treat everyone with dignity and respect;
- Never engage in harassment, retaliation, or discriminatory conduct;
- Strive to improve the quality of life for our customers, suppliers, and communities;
- Take pride and satisfaction in your work and Southwire’s reputation;
- Know that your actions will reflect on Southwire, not just yourself (or your company, as applicable); and
- Play by the rules, be safe, and try to be constructive and helpful in the workplace.

DOING RIGHT, THE RIGHT WAY

“Doing Right, The Right Way” means that you know the right thing to do, how to do it, and why you are doing it. Southwire developed this Code to make sure that you know the right way to conduct our complex business, regardless of your role, where you work, or what you do for Southwire. It is your duty to preserve Southwire’s good reputation by notifying a supervisor, the local management team, a Human Resources representative, the Human Resources Compliance Director, or the Ethics and Compliance Office (directly or by email at doing.right@southwire.com) if you think that someone may be violating the Code, or any of our policies or guidelines. You also can confidentially and anonymously (if desired) speak up about any Code issues, violations, or questions through the **Doing Right Helpline** by phone at +1 (800)504-9514, by text at +1 (678)780-4262, or online at doingrightconnection.com. If you report an allegation of misconduct or raise a concern or question to any other person or through any other channel and you do not receive a timely or satisfactory response, immediately report the allegation/concern/question to the Ethics and Compliance Office and/or Doing Right Helpline.

Burt Fealing
General Counsel and Chief Ethics and Compliance Officer



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CODE OF BUSINESS CONDUCT - DOING RIGHT, THE RIGHT WAY

OUR PROMISE TO YOU

We must ensure that working environments and conditions at all locations fulfill the requirements of the Code, our policies and guidelines, and applicable laws, regulations and rules. We will:

- Make the Code available to you, and ensure that it and any relevant updates are accessible and timely;
- Implement and communicate guidelines regarding daily business conduct that help foster and incentivize a culture of ethics and compliance at Southwire;
- Ensure that you receive the necessary education and training to help you know and satisfy the requirements under the Code;
- Serve as leadership role models for the values and requirements of the Code and our related policies, guidelines, and standards, as appropriate;
- Monitor compliance and timely correct any compliance gaps or procedures;
- Ensure that Southwire’s contracts and agreements include the applicable requirements of compliance with the Code, our policies, and applicable laws, rules, and regulations;
- Ensure that our Code requirements are communicated to our key business associates and third-parties, who are also properly vetted, reviewed and monitored, pursuant to reasonable, risk-based due diligence policies and guidelines;
- Take corrective action that is warranted, in consultation with the Legal Department, the Ethics and Compliance Office, and other appropriate staff, after assessing the root causes of misconduct;
- Ensure that Southwire’s Anti-Retaliation Policy and Guidelines and Whistleblower Protection Policy and Guidelines are enforced to prevent



retaliation or retribution against an employee who makes a report in good faith, of a suspected violation of this Code or Southwire’s applicable policies and guidelines as provided in this Code or in our other specific policies and guidelines; and

- Make determinations on any disclosures to regulatory or law enforcement authorities that are appropriate, required or warranted, as necessary, in consultation with the General Counsel and Chief Ethics and Compliance Officer, and other relevant Southwire departments.

Supervisors must do the following to ensure that employees and key business associates fulfill the Code and its requirements:

- Ensure that they have access to the Code, understand why they must follow it, and receive timely and accessible updates about new developments;
- Ensure that they attend required trainings (with attendance documented);
- Discuss the importance of following the Code, Company policies and guidelines in their daily work; and
- Encourage and incentivize a culture of ethics and compliance so that they feel safe enough to frankly and openly discuss the Code, the Company’s policies and guidelines, as well as any suspected issues or violations that they observe (or believe that they are observing).



YOUR PROMISE TO SOUTHWIRE

Employees and key business associates must do their part as well to:

- Know the Code rules and requirements;
- Follow the applicable Code requirements;
- Actively participate in any required training under the Code;
- Constructively share ideas that help create a culture and environment of compliance at Southwire;
- Stay alert so that you can spot an action or activity that may be illegal, unethical, or in violation of the Code;
- Speak with a co-worker who may be at risk of engaging in conduct that is against the values or requirements of the Code, or that could harm Southwire's good reputation;
- Ask for help from a supervisor or manager, Human Resources representative, the Human Resources Compliance Director, or the Ethics and Compliance Office when you are not sure what steps to take regarding issues, questions or concerns, under the Code;
- Speak up if you believe that something is wrong, or there is a possible violation of the Code, by contacting your supervisor or manager, your Human Resources representative, the Human Resources Compliance Director, or the Ethics and Compliance Office. You also may ask questions or report any actual or potential violation of the Code through Southwire's external Doing Right Helpline via phone at +1 (800)504-9514, text at +1 (678)780-4262, and the web at doingrightconnection.com.



OUR PROMISE TO OUR SHAREHOLDERS

ACCURATE FINANCIAL RECORDS

We will foster a culture of ethics and ensure the integrity of our financial accounts by:

- Recording funds and assets properly and accurately in our books and records in accordance with both generally accepted accounting principles and the Company's financial policies, with no false or artificial entries; and
- Accurately reflecting transactions in a timely manner in our books of account, budget proposals, and books of original entry, including bank accounts where funds are deposited and disbursed.

ACCURATE FINANCIAL CONTROLS

We will ensure that our financial internal controls are adequate and followed by:

- Satisfying the internal control criteria for adequate internal reporting and the materiality guidelines for external financial statement reporting;
- Properly controlling expenditures for goods and services through the purchasing process involving requisition, procurement, contract administration, receipt and approval of invoices, and disbursement of funds;
- Ensuring that contracts are in writing, and signed by a Company leader with the appropriate authority after any required advice, counsel, and review is obtained;
- Only signing the types of contracts that are within the signer's delegated level of authority and never attempting to circumvent the delegation of authority (i.e., by separating a single transaction into multiple transactions); and
- Following recognized standards that promote full, fair, accurate, timely, and understandable disclosures in reports and documents, and in public communications.

Q: My co-worker told me that it is fine to describe an expense as a "miscellaneous service" for a transaction that I don't want to describe in detail because the expense was not authorized or approved. Since I didn't make a false entry or false statement, did I violate the Code or this Policy?

A: Yes. You have violated the spirit and letter of the Code and this Policy because you know the details of the transaction, and that the transaction would not be approved if the details were known. Yet, you intentionally described the transaction in a way that attempts to hide the nature and purpose of the transaction (or, the wrong way) in the hopes of misleading the Company.

DO NOT: Make records appear to show payments being made to one person or entity when, in fact, they are made to another; or submit expense accounts that fail to accurately reflect the true nature of the expenses; or create records that do not accurately reflect the nature of the transactions.





CODE OF BUSINESS CONDUCT - DOS AND DON'TS

The following list is a high-level overview. Please consult this Code and applicable policies for more specific details.



Work lawfully and ethically, adhere to our values, mission and business philosophy, and carefully review the Code.

Report any suspected violations of the Code or laws to the Ethics and Compliance Office directly or by email at doing.right@southwire.com or the Doing Right Helpline by phone at +1 (800)504-9514, by text at +1 678.780.4262, or online at www.doingrightconnection.com.

Keep accurate books and records, and follow our internal financial controls.

Compete vigorously, fairly, and lawfully. Consult the Legal Department and/or the Ethics and Compliance Office for guidance before trade association meetings or if someone offers you a competitor's information.

Ensure that the selling, marketing, advertising, pricing, billing collections, contracting, and quality of Southwire products and services is lawful, fair, ethical, truthful, accurate, and compliant with the appropriate design and manufacturing requirements.

Avoid conflicts of interest or the appearance of a conflict of interest by not placing your personal interest or personal benefit ahead of the Company's interests.



Disrespect, harass, or treat unfairly a worker, business associate, or customer; or violate the Code or relevant laws and regulations.

Engage in retaliation, retribution, harassment, exclusion, or bullying against any employee who reports a suspected Code violation in good faith, or who assists a Company investigation into a Code violation.

Make false or incorrect entries into our accounts, or fail to obtain required authorizations for funds expenditures.

Engage in anti-competitive, illegal conduct such as price-fixing, collusion, allocating markets, or having talks about customers, pricing, or how to obtain competitor proprietary information at trade association meetings.

Misrepresent material facts, engage in unfair dealings, or take unfair advantage through manipulation, concealment, or abuse of privileged information when marketing, selling, pricing, or contracting for Southwire's products and services.

Own a financial interest in, work for, obtain a loan from, disclose a Southwire business opportunity to, or serve on the board of directors of, Southwire's customers, suppliers or competitors, or any company seeking to do business with Southwire, unless you have authorization from the Company.



 DO

 DON'T

Enjoy a working lunch or dinner with a customer or business associate when permissible under Southwire's Gifts, Entertainment and Promotional Items Policy and applicable laws, regulations and rules.

Offer, promise, pay, authorize or provide a gift or anything of value to a government employee or government official without obtaining advance written permission from Southwire's General Counsel and Chief Ethics and Compliance Officer (or his/her designee).

Speak at conferences on a topic related to the Company's business if you obtain prior, written approval from your supervisor. In connection with any such speaking engagements, seek guidance from Southwire's Gifts, Entertainment and Promotional Items Policy and/or Southwire's Legal Department/Ethics and Compliance Office.

Accept a discount or preferential treatment from a business associate if you suspect it is being offered to you based on your position at Southwire.

Protect all company intellectual property, as well as information about strategies, pricing, products, services, technical abilities and equipment, as proprietary confidential information, governed by the Employee Invention and Non-Disclosure Agreement or any other nondisclosure or confidentiality agreements or policies.

Use another party's name, logo, trademark, service mark or copyrighted material unless you have written approval from the owner; or otherwise infringe upon or unlawfully take or use the intellectual property of others.

Use appropriate tone and language for a business setting when sending emails, tweets, messages, or other communications that do not embarrass Southwire.

Use Company computers, internet access, phones, and other Company resources for non-business purposes (except for reasonable personal use as described more fully herein); or for harassment, discrimination or distribution of improper or embarrassing internet material.

Help us meet our environmental commitments by being alert, asking questions, and reporting suspected misconduct related to the generation, discharge and disposal of hazardous materials or other hazards to the facility manager, environmental coordinator, corporate environmental management or the Legal Department/Ethics and Compliance Office, as required.

Fail to follow the environmental compliance and sustainability procedures and programs we have in place for conducting our business in a compliant and sustainable manner.



 **DO**

Treat all people with respect and professionalism regardless of age, sex, race, religion, creed, color, national or ethnic origin, ancestry, disability, family status, marital status, sexual orientation, gender identity, or any other protected status.

Aggressively pursue other markets for Southwire’s products and services, using lawful and ethical tactics, and engaging agents and consultants who are honest, ethical, qualified and whose reputation for honest dealings will not embarrass Southwire or create legal liability for the Company.

Follow our import and export compliance policies and discuss whether an item needs an export license or is lawful for import by consulting the Legal Department/Ethics and Compliance Office.

Vote, and volunteer your personal time and resources to your civic and community activities.

Notify the Legal Department immediately, or as soon as possible, if you receive a subpoena, or if law enforcement or regulatory authorities show up at the facility to obtain documents or interview employees. In consultation and coordination with the Legal Department, cooperate with law enforcement authority.

 **DON'T**

Engage in crude sexual jokes or language on the job, or make unkind remarks about a particular race or ethnicity, or make unwelcome advances or inappropriate moves toward a co-worker, or tease or humiliate someone at work based on their protected status (such as age, sex, or race).

Bribe or give expensive gifts to another person or a government official or government employee in order to win or retain business for the Company or secure an improper advantage. Southwire’s Gifts, Entertainment, and Promotional Items Policy should be consulted prior to providing any items of value to a third-party.

Export or import any products or services involving the following countries: Iran, Cuba, N. Korea, Syria, Sudan or Venezuela, unless you have a written license or authorization from the U.S. government, and the written advance approval of the Legal Department; or to do business with a foreign person who was not screened against the Office of Foreign Assets Control’s (OFAC) Specially Designated Nationals List.

Use Company time, property, or facilities for political activity or seek reimbursement from the Company for your political contributions.

Destroy documents requested in a subpoena after the Company receives such a subpoena for documents or documents that are related to an investigation or litigation. Employees should not lie or mislead investigators, prevent anyone from giving information to government investigators or Company counsel, or refuse to cooperate with a Company internal investigation.



ETHICS AND COMPLIANCE PROGRAM

COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

Southwire's business is covered by a complex array of state, local, federal, and international laws, related to the workplace, the environment, safety, and health, information gathering, fair competition, asset protection, import and export, trade controls, protection of trade secrets and other intellectual property, security, and financial controls, among others. You must never ignore the rules, break the law, or look the other way while someone else breaks the law. You are required to follow both the letter and spirit of all applicable laws, regulations, and rules that govern your work and Southwire's business. You must never use a Southwire business associate (i.e., consultant, contractor, supplier, business partner or any other third party) to violate any law, rule, regulation, or Code requirement or Southwire policy.

Q: *Why do I need to be aware of the laws and regulations applicable to Southwire if I do not work in the Legal Department or Ethics and Compliance Office?*

A: *You should be aware of the nature and types of laws that cover Southwire's business (and some requirements applicable to you) so that you do not violate those laws due to your lack of knowledge, or commit an unintentional or inadvertent violation of a law or regulation that places you and the Company at legal risk for fines, penalties, and/or sanctions.*

CONFIDENTIALITY AND NON-RETALIATION

Southwire will maintain your confidentiality when you report an allegation of improper conduct to the extent reasonably possible in light of our responsibility to fully investigate any report of improper conduct in our Company. The identity of anyone under investigation will be kept confidential, to the extent reasonable in connection with the needs of the investigation, unless and until it is determined that there has been a violation. We strictly prohibit retaliation against anyone raising a good faith concern, calling the **Doing Right Helpline**, cooperating with an investigation of possible ethics or compliance violations, or otherwise reporting a violation under the Company's Whistleblower Protection and Anti-Retaliation Policies. Because Southwire takes reports of retaliation very seriously, if retaliation occurs, the offender will be subject to discipline, up to and including termination of employment.

Q: *I know that there is a Whistleblower Protection Policy and Guidelines, and an Anti-Retaliation Policy and Guidelines, but I suspect that some managers have a way of "getting you" when the Company is no longer paying attention. Is someone in senior management going to protect me?*

A: *The General Counsel and Chief Ethics and Compliance Officer, or their designees, will fairly investigate any alleged retaliation, and appropriate steps will be taken to protect those who report retaliation. If a subsequent investigation finds that retaliation occurred, the retaliator will be subject to discipline, up to and including termination of employment.*

AUDITS AND REQUIRED CERTIFICATIONS

The Ethics and Compliance Office and Legal Department, in collaboration with the Internal Audit Department, the Human Resources Department, the Corporate Environmental Department, and the Corporate Safety Department, may conduct periodic audits of compliance with the Code, and employees must provide truthful and accurate information during the audits.



Salaried employees and certain other employees in high risk or sensitive areas may be required to execute periodic certifications of compliance with the Code.

INVESTIGATIONS

Government Investigations

Southwire may, at times, be investigated by regulators or other government agencies in the United States or in our international locations. As soon as possible, you should notify your supervisor and the Legal Department if a regulator or law enforcement investigator contacts you for information, or appears, unannounced, at your workplace with a subpoena, search and seizure warrant, or other request for documents, information, or assistance.

Q: *During my supervisor's vacation, a government investigator came by the plant, asked me some questions, and asked to see some information on my Southwire computer. I cooperated with the investigator. A colleague who was asked but did not cooperate was taken away in a van. I was not scheduled to see my supervisor again until the next day. What should I do or say?*

A: *At the very least, you should immediately call and leave a message on your supervisor's phone advising her or him of what happened and offering to provide more details when the supervisor becomes available. You also should immediately contact the Legal Department, advising of the name of the agency investigator, the requests made, what you provided, and what was taken, if anything.*

Internal Investigations

You are expected to cooperate with Company investigators or outside counsel engaged by the Company, and their requests for information into suspected misconduct or other activities. The Company will take appropriate and timely corrective action, as warranted. The Company's Whistleblower Protection Policy and Anti-Retaliation Policy prohibit retaliation against employees who report suspected misconduct, in good faith, or who assist in an investigation regarding suspected misconduct.

Q: *An outside investigator for the Company contacted me to schedule an interview regarding a co-worker's suspected theft of copper from our plant. Can I say that I am too busy because I do not want to get involved?*

A: *After confirming with your supervisor that the Company is conducting a confidential internal investigation and seeks your cooperation, you should agree to be interviewed as soon as practicable. The Company expects you to cooperate with its internal investigations into suspected wrongdoing at the Company so that it can learn the facts and take any necessary corrective action to prevent any further thefts of Company property.*

Preservation of Documents During Investigation

In order to cooperate fully with governmental investigations, inquiries or litigation requests, or Company internal investigations, you must properly retain records of our Company.



DO NOT:

- Destroy company documents (i) if there is a reasonable likelihood they will be subject to an investigation or litigation, (ii) after receiving notice to retain such documents or (iii) after receiving requests for the documents from a government agency, court, or Company counsel;
- Alter Company documents or records;
- Lie or make misleading statements to investigators;
- Attempt to keep any person from giving information to (i) government investigators (unless done in consultation with the Legal Department) or (ii) counsel for the Company; or
- Attempt to induce anyone to provide false or misleading information.

DISCIPLINE

If you violate the Code or other Southwire policies and guidelines, or applicable laws and regulations, you may be subject to disciplinary action, up to and including termination of employment and, if warranted, civil legal action or referral for criminal prosecution or regulatory action. Compliance with this Policy will be enforced at all levels, fairly and without prejudice.

LEADERSHIP OF THE ETHICS AND COMPLIANCE PROGRAM

Southwire's Ethics and Compliance Program is under the supervision of the Ethics and Compliance Office, which is part of Southwire's Legal Department and led by the General Counsel and Chief Ethics and Compliance Officer. The Ethics and Compliance Office is available to provide guidance to, and address any concerns of, employees on our Code of Business Conduct and any ethics or compliance issues.





FAIR COMPETITION

BRIBERY

It is illegal and a criminal offense under the written laws of the United States and other countries to pay or request bribes or gratuities, receive or solicit kickbacks, or offer, promise, authorize or give money or anything of value to any person, or a government official or public official, in order to obtain or retain business or secure an improper advantage. Neither Southwire nor any of our employees or business associates should ever participate in bribery, kickbacks, or illegal payoffs in connection with our business. If you learn or suspect that this type of prohibited conduct is required to obtain or retain business, you must walk away from, or reject, the business opportunity, and report the “red flags” that you observed to the Ethics and Compliance Office. Bribes, kickbacks, illegal gratuities, and other related corrupt business practices violate applicable anti-bribery laws such as the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act of 2010, the Canadian Corruption of Foreign Officials Act, and other applicable domestic and local country anti-bribery and anti-money laundering laws, rules and regulations.

This unlawful behavior also violates the Code, Southwire’s values and policies, and the detailed requirements in Southwire’s FCPA Anti-Bribery Policy and Guidelines, as well as Southwire’s Gifts and Entertainment Policy, which you should carefully review. Gifts, Entertainment and Promotional Items Policy and Guidelines.

If there is ever a conflict between the FCPA, other anti-bribery law requirements, and/or a local country law, and Southwire’s policies, you should follow the law or policy that is the most restrictive, and also report the apparent difference in requirements to the Ethics and Compliance Office directly or by email at doing.right@southwire.com for further guidance.

Q: I learned that I may need to make a facilitating or “grease” payment in order to be able to unload our cargo from a port in Country X, and I must then give a “tip” to the bridge operator so that our trucks can go through to our plant. Do I need permission from someone to get our shipments moving again?

A: Yes. The proposed payments that you describe may violate the Code, our FCPA Anti-Bribery Policy and Guidelines, and local country laws and regulations. You must quickly consult with the Ethics and Compliance Office and provide the specific details.

Failure to comply with the requirements of the Code, our FCPA Anti-Bribery Policy and Guidelines, or other applicable local country anti-bribery laws, rules and regulations could result in extraordinarily large fines, penalties, and sanctions against the Company, as well as public relations harm, private lawsuits, and loss of export privileges and eligibility for government contracts. Individuals are subject to disciplinary action, up to and including termination, as well as possible referral for criminal prosecution leading to potential criminal fines and penalties, up to and including a term of imprisonment. More details are available in Southwire’s FCPA Anti-Bribery Policy and Guidelines and Gifts, Entertainment and Promotional Items Policy and Guidelines.



FAIR COMPETITION AND ANTITRUST LAWS

The United States and other countries have strong federal, state and local laws that prohibit, and impose severe penalties on companies engaged in various types of illegal arrangements, agreements and activities that restrict competition between competitors, or reduce competition between companies that operate at the same level in the supply chain. These laws are often referred to as “antitrust” laws or competition laws. You must comply with applicable federal, state, and local antitrust and competition laws in the jurisdictions in which Southwire operates. You must not engage in any conduct that unreasonably restrains competition.

Competitors

You should **NEVER** agree, discuss, or otherwise communicate with any competitor or potential competitor, about the following:

- Discounts, rebates, sales plans or promotional plans;
- Terms and conditions on which products are sold;
- Pricing methods or policies;
- Costs, profits, or profit margins;
- Markets or territories, including any allocation of markets or territories with competitors;
- Customers to whom products are sold, including any allocation of customers with competitor;
- Product types, product lines, new product initiatives, or amounts that companies can produce or sell;
- Bid information, including the amount of bids, who should win or lose a bid, or who will or will not bid;
- Refusals to deal with customers, competitors, suppliers, or other third parties; or
- Standardizing products, limiting quality, or suppressing new technological developments to impair competition.

Customers and Suppliers

You should always contact the Legal Department before discussing or entering into any agreement, arrangement, or understanding with any customer or supplier that:

- Imposes resale price restrictions;
- Confines resale to a particular customer or class of customers;
- Restricts the territory in which the product may be resold;
- Prohibits the use of other products in connection with the product being sold;
- Ties the sale of a product or service to the purchase of another product or service; or
- Sells any product below the variable cost to produce that product.

Trade Associations

Participating in trade association meetings and discussions with competitors requires you to closely follow the above rules—avoiding any agreement or exchange of information about any of





the topics listed above. If a discussion veers into any of the above topics you should announce that you are leaving, the reason why you must leave, and actually leave the meeting (or get off the phone call). Finally, never share confidential Southwire information with competitors, even during trade association activities.

Q: What should I do if I hear several trade association company members discussing pricing strategy?

A: You should object to the conversation, ask for it to stop, and request that your objection be included in the minutes. If the conversation continues, loudly announce that you are leaving, then promptly and noticeably leave the meeting, and immediately notify the Legal Department. If the objection is accepted and the meeting moves on to discussions of the other agenda subjects, then you do not have to leave the meeting, but you do need to promptly notify the Ethics and Compliance Office or Legal Department.

Failure to comply with antitrust and competition laws can result in severe criminal penalties and fines, civil lawsuits, court injunctions, personal liability, loss of business, and other sanctions for the Company, as well as criminal and civil penalties for individuals.

Contact the Ethics and Compliance Office or Legal Department promptly should you have questions, concerns or information related to this policy. More details on this topic can be found in Southwire's Antitrust/Competition Law Policy and Guidelines.

COMPETITIVE INTELLIGENCE

There are important restrictions on the methods that may be used to lawfully acquire and use competitors' or another company's information, especially competitive intelligence. Improperly obtaining, possessing, or using competitive intelligence or another company's confidential information, without permission, could expose you and Southwire to criminal and civil liability. Contact the Ethics and Compliance Office or Legal Department if you have any question about whether a source of information is lawful or proper. More information on considerations for obtaining information from or about competitors can be found in Southwire's Antitrust/Competition Law Policy and Guidelines.

INSIDE INFORMATION

"Inside information" is information that you become aware of through your work at the Company that is not generally available to the public. Never use or share inside information for the personal benefit or gain of you, a family member, a friend, or other party. If you have non-public information about other companies having dealings with Southwire (i.e., business associates, including our suppliers, customers, vendors or business partners and competitors), even those with whom our Company only contemplates dealings, you may not buy or sell the securities of those companies or disclose such information to others.

Q: I learned from a Southwire consultant working for public Company X that Company X intends to sell its subsidiary that previously provided certain metals to Southwire and other large wire companies. I mentioned this to my wife who then bought some shares of Company X without even telling me about it. Was my conduct appropriate?

A: No. You may be subject to disciplinary action for violating this policy. Moreover, both you and your wife may be subject to legal liability for her actions in trading on insider information that you shared with her.



There also are greater legal risks in dealing with and special precautions should be taken with respect to communications regarding: internal financial information, starting a new business or development, approval or a lack of approval for a product or technological breakthrough, plans for acquiring another company or selling an existing business to another company, or any decision to start or end significant litigation.

SELLING AND MARKETING

We are tough competitors, but we will always follow the applicable laws, regulations, and rules when selling and marketing Southwire's products and services. You should never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.

Q: *A new manager who was anxious to please a customer promised the customer that our products would be available and delivered two weeks before they could reasonably be delivered. When the manager told his team that they just had to push to "make it happen," he yelled at an employee who told him for several reasons that the deadline was not possible. Was the manager's conduct appropriate?*

A: *No. The new manager may have violated Southwire policies because he did not provide a realistic delivery schedule to the customer. As a new manager he may not have intended to provide an unrealistic timeline. However, he should have checked into the supply chain and delivery issues before giving the customer the delivery date. He should immediately consult with his supervisor about how to correct and manage the customer's expectations for the delivery date based on the additional correct information so that Southwire does not have legal exposure, and our reputation is not harmed. Additionally, the manager should not have yelled at the employee and should have treated the employee with dignity and respect.*

Our values and Code require us to **walk away** from any business or activity involving unethical or illegal actions in order to win business, and to **report** "red flags" that raise concerns to the Ethics and Compliance Office or Legal Department. We should only provide realistic proposals on performance, cost and schedule based on customer requirements. We must be truthful and substantiate fairly any claims in Southwire's marketing and advertisements. You should be mindful of the following:

DO NOT engage in deceptive advertising or questionable promotional activity.

DO NOT label or market our products in ways that might confuse them with competitors' products.

DO be candid with customers and responsive to customer concerns.

PRICING, BILLING, AND CONTRACTING

Employees involved in Southwire's pricing, billing, or contracting functions are required to:

- Understand and follow all applicable regulations and Company policies and procedures applicable to pricing and contracting of Southwire products and services;
- Ensure compliance with cost accounting standards, as well as relevant Company policies and procedures;
- Set prices for our products and services that are fair, market-based, and reflective of our technology;
- Ensure that the pricing is clear, accurate and presented in a manner that the customer understands;
- Reflect the accurate sales price consistent with the terms of sale in all invoices to customers and others, as well as the product sold or services rendered;



- Notify the customer about any overpayments they made, and promptly refund or credit the customer, as appropriate; and
- Review any advertising and promotional allowances with the Legal Department.

QUALITY AND TESTING ASSURANCE

You must ensure that our products and services are designed and manufactured to meet the inspection, test and quality criteria agreed upon with our customers, to do the testing necessary to meet these criteria, and to provide the necessary documentation of this testing. The inspection and testing documentation must be complete, accurate, and truthful. Your job, and Southwire's reputation, requires you to know and live up to these quality, testing, and documentation responsibilities.





CONFLICTS OF INTEREST

AVOIDING CONFLICTS OF INTEREST

A conflict of interest exists when you engage in activities or relationships that interfere with your objectivity and sound judgment in acting in the best interests of Southwire. You should not have any personal interests, relationships or affiliations that conflict with the interests of Southwire. You must be able to recognize and avoid a potential conflict of interest, so that you can promptly cease those activities and prevent the Company from being harmed. While it is impossible to provide an exhaustive list of examples for every situation that might present a conflict of interest, **DO NOT become involved in the following:**

- Ownership of more than 1% of the stock of a public company that is a supplier, customer or competitor of Southwire;
- Any direct or indirect financial interest in any company that is a customer, supplier or competitor that does, or is seeking to do, business with the Company, or that otherwise has a business relationship with Southwire;
- Any employment or compensation arrangement with a customer, supplier, or competitor that does, or is seeking to do, business with the Company;
- Learning of a business opportunity through association with Southwire and disclosing it to a third party or investing in or taking the opportunity personally without first offering it to the Company;
- Activity outside of your work at Southwire that is competitive with or reflects adversely on any business of the Company;
- Activity outside of your work at Southwire that is substantial or demanding enough to raise questions about your ability to devote appropriate time and attention to your assigned job responsibilities;
- Service on the board of directors of any customer, supplier or competitor that does, or is seeking to do, business with the Company; or
- Service as a public official of a government entity that is or is likely to become a Southwire customer, or regulates or taxes Southwire business directly or indirectly.

A conflict of interest also may arise when a member of your *immediate family* is involved in any of the situations described above. You must pay special attention to personal relationships or situations that could prevent you from being objective, or create the appearance of a conflict of interest, when considering whether to engage in those activities.

Q: *My son just received a job offer from a Company supplier. Could there be a conflict of interest?*

A: *Yes. Employees' family and household members who work for our customers, distributors, competitors or suppliers pose higher risks for potential conflicts. If he accepts the job, a conflict of interest could be created depending on your position at Southwire and your role in purchasing decisions for the Company. You should immediately speak with your supervisor, who can determine if a waiver is needed, assuming that the disclosure is permitted by and consistent with local laws.*



If a potential or actual conflict of interest exists, or if you are unsure whether one exists, then you must refrain from the activity. You must then promptly disclose the actual or potential conflict of interest to the Ethics and Compliance Office or Legal Department. More details and examples can be found in Southwire's Conflict of Interest Policy and Guidelines.

NOTE: While uncommon, certain potential or actual conflicts of interest may be waived/permitted by the Company, but advance authority must be provided. Any such requests should be made to the Ethics and Compliance Office.

OUTSIDE EMPLOYMENT OR ACTIVITIES

Generally, you should avoid any outside employment or service that may interfere with your job duties, create a conflict of interest, provide an unfair business advantage, reflect unfavorably on Southwire (or cause public criticism or embarrassment for the Company), or violate any applicable law, rule or regulation, as follows:

Competitors

- Any employment, association or activity (including in any consulting, advisory, volunteer, or other capacity) with or serving as a director of a competitor of Southwire is strictly prohibited;
- Actions intended to, or that you should reasonably expect to, progress a competitor's interests are strictly prohibited (including marketing products or services in competition with Southwire's products or potential or current services); or

Customers or Suppliers

- Outside employment with, or serving as a director of, or representing a customer or supplier may be permitted in certain limited circumstances, but only where prior written approval from the President and CEO and General Counsel EVP, is obtained before accepting outside employment or association with the Southwire customer or supplier (including in any consulting, advisory, volunteer or other capacity); and
- Executive officers and members of the Board shall obtain the prior written approval of the Audit Committee of the Board of Directors before participating in a business arrangement with a customer or supplier, as applicable.

Q: I am considering applying for a job as a plant worker for a new supplier (that only does a tiny amount of business with Southwire) to save more money for my daughter's education. I would only have to work three weekends per month. Is this okay?

A: Probably not. Your first responsibility is to the Company, and you must be able to fulfill all your responsibilities, including overtime if that is a requirement. Also, the job cannot be with a competitor or vendor/supplier without written authorization.

In addition to the above, remember to consult early with a supervisor or the Ethics and Compliance Office. More details and examples under this policy can be found in Southwire's Conflict of Interest Policy and Guidelines.



PERSONAL RELATIONSHIPS

Southwire wants to avoid any appearance of favoritism in the workplace. People with close personal relationships must not be in supervisory/subordinate reporting relationships or other positions of authority that can influence employment decisions about one another. If you find yourself in the reporting line of, or have in your reporting line, an employee who is a relative, or with whom you have a close personal relationship (e.g., someone you are dating), you must disclose it by notifying a Human Resources representative or the Human Resources Compliance Director. They will work with your management on an appropriate reporting arrangement, as needed. For more information on our employment policies, practices, and expected behaviors, please consult Southwire's Employee Handbook.

GIFTS, ENTERTAINMENT AND GRATUITIES

Gifts

Southwire values its reputation for quality, customer service, and integrity, which could be harmed if the guidelines regarding gift giving and receiving are not followed. Business gifts can involve legal, ethical, and public relations risks, including potential violations of government procurement rules, anti-kickback laws, and anti-bribery laws and regulations. In addition to the guidelines contained here, Southwire's Gifts, Entertainment and Promotional Items Policy and Guidelines ("Gifts and Entertainment Policy") provides more specific details regarding the Company's policies on gift giving and receiving and should be consulted:

- You must ask your supervisor for permission to give, accept, or keep any business gift to/from any person (such a government official, government employee, supplier, customer, or other business associate), other than inexpensive promotional items or infrequent gifts that are of a nominal value.
- You may not ask for, or accept, cash gifts, including gift cards or other cash equivalents.
- You may not accept, provide, or offer any gift more than \$100 in value or any gift that otherwise exceeds or varies from the requirements in the Gifts and Entertainment Policy, unless you have obtained advance, written permission from your supervisor and the Ethics and Compliance Office.
- There also may be instances in which you may not accept a gift valued at less than \$100 (or several gifts that collectively are valued at less than \$100). You may not accept such gifts if, based on the specific facts and circumstances, doing so would create an appearance of a conflict of interest or raise a legal compliance concern under the Foreign Corrupt Practices Act, or applicable anti-bribery laws, antikickback laws, or other relevant rules and regulations of the applicable jurisdiction.
- Before offering or promising any gift to any government official or other government employee, you must receive permission from both your supervisor and the Ethics and Compliance Office. In addition to reviewing Southwire's Gifts and Entertainment Policy for more detailed information, when a government official or government employee is the proposed gift recipient, you must consult Southwire's FCPA Anti-Bribery Policy and Guidelines.
- Before providing our suppliers, customers, or other business associates with a gift that may be permissible under Southwire's policies, you should check any applicable contracts with that company and ask questions about that company's policies to ensure that your proposed gift would not violate that company's gifts and entertainment policy.



Please consult Southwire's Ethics and Compliance Office on any questions you have about the Company's policies on gift giving and receiving.

Q: I have been working closely with one of our vendors, who gave me a \$200 restaurant gift certificate for me and my wife to enjoy. What should I do?

A: You should decline the gift because it exceeds \$100 and it is a gift card. If you ever receive a gift of substantial value, you should politely return the gift to the vendor, advise the vendor of our policies and report the gift to your supervisor. If it is impractical to return any gift or if you need guidance on how to refuse a gift without damaging our business relationship, you should report the gift to your supervisor and consult the Ethics and Compliance Office.

Entertainment

As a means of building business relationships, you may be able to accept or provide reasonable, proportionate and appropriate business entertainment or hospitality, such as participation in business meetings or discussions during or followed by a meal or attendance at a sports event, a theatrical production, concert, golf outing, or other publicly transparent activity that may be purchased and documented through Southwire's procurement process. To evaluate the propriety of any entertainment or hospitality, consult Southwire's Gifts and Entertainment Policy and determine all of the following:

- Is it directly related to marketing, promotional, or educational discussions about products, services and capabilities or performance of a contract with the other party's organization?
- Is it reasonable and appropriate and not excessive or potentially embarrassing to the Company?
- Does it involve a bona fide business relationship?
- Is it in conformance with all applicable laws and the Southwire Gifts and Entertainment Policy?
- Is it intended to improperly influence, or is it perceived by others as improperly influencing business decisions?
- Is it excessive in price or quantity?
- Would it embarrass or expose Southwire to legal liability if it was made public?

Also, before offering or promising any gift to any government official or other government employee, you must receive permission from both your supervisor and the Ethics and Compliance Office. In addition to reviewing Southwire's Gifts and Entertainment Policy for more detailed information, when a government official or government employee is the proposed gift recipient, you must consult Southwire's FCPA Anti-Bribery Policy and Guidelines.

Q: I offered a government employee a free pass that I received from a Southwire vendor for one day at a PGA golf tournament. Is this okay because I did not have to pay for it?

A: You should notify your supervisor that you received a free one-day pass to a PGA golf tournament. You and your supervisor should then contact the Ethics and Compliance Office about your offer of the free pass to the government employee to determine if it violates the Gifts and Entertainment Policy, or any applicable anti-bribery laws, and any government contractor gift rules. You probably will need to withdraw the offer to the government employee due to Company policy, appearance issues, applicable anti-bribery laws, and/or applicable government contractor gift rules. You also may need to return the pass to the vendor who you gave it to you.



Q: *A supplier whose company is competing for a Southwire contract asked me to attend an NFL playoff game in my home city. I think I should be able to attend.*

A: *You should contact your supervisor, who should consult with the Ethics and Compliance Office, about whether you may attend the game. Factors to be considered include if you paid for your own ticket, and if it was determined that you have no role or influence in awarding the pending Southwire contract to the supplier's company and there is no resulting conflict of interest. Employees should always report having paid for their entertainment that is of substantial value in order to avoid creating the appearance of a conflict in interest. Whenever in doubt, you should consult your supervisor and/or the Ethics and Compliance Office.*

Honoraria/ Speaking Fees

You may speak at a seminar or symposium on a topic related to your business expertise or on a topic related to the Company's business if you do so as an official representative of the Company, and obtain prior, written approval from your supervisor to do so. Generally, you may not accept honoraria or fees for speaking engagements when conducting official Company business, as receiving such payments could imply an obligation on behalf of you or the Company. However, you could accept reasonable travel expenses as a speaker if other speakers are treated similarly.

Q: *A supplier offered to pay my airfare and hotel costs for an upcoming conference. Other attendees received the same offer, but I will not be a speaker at the conference. May I accept this offer?*

A: *No. You should not accept the offer from a Southwire supplier due to a potential conflict of interest. Since you are attending but not speaking at the conference, Southwire should pay for your hotel and travel costs.*

Discounts and Preferential Treatment

When someone offers you a discount or preferential treatment that you suspect is being offered to you based on your position at Southwire, you should not accept it unless such discounts are offered to all Southwire employees. If you wish to use a Southwire supplier or contractor for home or personal services, consult with your supervisor or the Ethics and Compliance Office directly or by email at doing.right@southwire.com to determine if an appearance of a conflict of interest is created due to the specific timing and other facts and circumstances, and to obtain approval to proceed with the discount or preferential treatment.

Q: *I want to hire a team member from one of Southwire's contractors to pave my driveway and all the property behind my home. May I request the contractor's quote for services for my home improvement project, and try to negotiate a good deal for the work (just as I would do with any contractor)?*

A: *Not until you consult with your supervisor and the Ethics and Compliance Office to ensure that your request for a quote for services does not violate this Policy, our Conflict of Interest Policy, or our Gifts and Entertainment Policy. Assuming that your request can be properly made, the contractor's proposal will still need to be reviewed and approved because it may include discounts that were only offered to you because of your position with Southwire, which you should turn down. The outcome here will depend on the specific facts.*



NON-DISCRIMINATION AND ANTI-HARASSMENT

NON-DISCRIMINATION

Southwire's policy is to recruit, hire, develop, and promote employees without discriminating on the basis of age, sex (including pregnancy), race, religion, creed, color, national or ethnic origin, ancestry, disability, family status, marital status, sexual orientation, gender identity, covered veteran status, or any other protected ground under applicable law. Our employees must treat each other with respect and learn to appreciate the values of Southwire's employment of, work with, and on behalf of, people (including customers and communities) with diverse backgrounds and cultures. Southwire does not tolerate discrimination based on age, sex, race, religion, creed, color, national or ethnic origin, ancestry, disability, family status, marital status, sexual orientation, gender identity, covered veteran status, or any other protected ground under applicable law.

We are determined to build a diverse workplace and an environment in which everyone working for and with our Company feels comfortable, respected and empowered. More information on the Company's anti-discrimination policies is available in Southwire's Employee Handbook.

ANTI-HARASSMENT

Your Southwire workplace should always be free from any form of harassment on the basis of age, sex, race, religion, creed, color, national or ethnic origin, ancestry, disability, family status, marital status, sexual orientation, gender identity, covered veteran status, or any other protected ground under applicable law. Unlawful harassment against employees, or other individuals (such as vendors, sales agents, customers, contractors, and visitors) will not be tolerated.

At Southwire, we strive to treat all people with respect, and each of us should think about what we say, how we say it, and whether the comment or action could have a harmful impact on someone, before speaking or acting. Diversity in the workplace is viewed as a competitive advantage when dealing in such a changing and diverse global industry. One person's funny joke may be highly offensive, hurtful, and harassing to another person. Avoid making comments, statements, or taking actions that intentionally (or unintentionally) degrade or humiliate someone or a specific group (by race, religion, gender, etc.).





Q: I am one of a few women working in my role at our plant and I constantly have to ignore the loudly spoken sexual jokes and discussions of three of my male colleagues working nearby. I want to be a team player, but I never know what offensive things they are going to say around me and how I might react. Is their conduct appropriate under Southwire's anti-harassment policies?

A: No. You should report the situation to a local supervisor or manager, a Human Resources representative, the Human Resources Compliance Director, or the Ethics and Compliance Office, (directly or by email to doing.right@southwire.com). You also may report the situation to The Doing Right Helpline, which is run by an independent third party and is available 24/7, 365 days a year. Reports to the Doing Right Helpline may be made anonymously if desired. There are three ways to submit a report through the Doing Right Helpline:

1. Website – doingrightconnection.com
2. Phone: You may call the Helpline free of charge. The number in the United States is +1 (800)504-9514. Phone numbers outside of the United States and further instructions are available at doingrightconnection.com.
3. Text Message – + 1 (678)780-4262

Reporting such conduct is important because Southwire needs to be able to take appropriate corrective action so that we can be a better company, the workplace can be a better environment, and so that you and other employees (who may be silent about the offensive statements) will no longer be uncomfortable or subjected to the conduct.

More information on the Company's anti-harassment policies is available in Southwire's Employee Handbook.





PROPER USE AND PROTECTION OF INFORMATION AND ASSETS

PROTECTING COMPANY INFORMATION

Information about Southwire’s strategies, products, services, and technical abilities is confidential, proprietary, and critical to our success in a competitive marketplace. Employees must know how to protect Company information and are required to sign and comply with a “Nondisclosure and Invention Assignment Agreement” and other applicable assignment, nondisclosure or confidentiality agreements or policies required by the Company.

DO NOT share the following Company information or discuss it in public:

- Financial data
- Sales figures for products or product groups
- Planned new advertising programs
- Acquisition or divestiture of businesses or products
- Manufacturing processes
- Customer and supplier lists
- Supplier pricing for our company
- Wage and salary data
- Company organizational charts
- Employee lists
- Capital investment plans
- Projected earnings
- Company policy or management changes
- Information on inventions, new products, research, development, or test data
- Company plans for improving products
- Information on proposed joint ventures

Q: *I am going on vacation with a friend who works for a company in the industry (not a competitor) and hope to discuss a few issues about our equipment for testing. I might share an internal report describing the specific equipment and testing results, etc., to get my friend’s feedback. Is that okay?*

A: *No. Employees should not share confidential information with outside parties. Taking an internal report on vacation is risky and it should not be shared with outsiders, in any event. If you think there would be value in having such a discussion, consult the Legal Department to discuss that possibility.*

In order to protect our Company information:

- **DO** discuss confidential and proprietary information with Company employees on a need-to-know basis **ONLY**;
- **DO** ensure that our outside contractors and vendors never share our confidential and proprietary information without our express written permission;
- **DO** remain alert to unintentional or inadvertent disclosures of confidential and proprietary information, such as in normal business relations with suppliers, customers and others or in social conversations;
- **DO NOT** discuss confidential or proprietary information where non-employees of Southwire may overhear such as in elevators, airplanes, restaurants, etc.;



- **DO NOT** take photographs, videos or make other recordings (or permit others to do so) of or inside Southwire facilities without approval from such facility's site leader. The site leader must consult the Legal Department if any non-public, confidential, or otherwise sensitive information relating to Southwire's products, customers, employees, suppliers, equipment, or processes might be exposed;
- **DO NOT** accept confidential or proprietary information from third parties unless such information is subject to a written confidentiality agreement prepared by the Legal Department;
- **DO NOT** participate in an illegal or improper acquisition of another's confidential or proprietary information;
- **DO** secure in your desk or office any memos, documents, or drawings, including white boards and chalk board;
- **DO** work in public on your computer only after you ensure that no one can read your screen;
- **DO NOT** keep passcodes on laptops;
- **DO** shred unnecessary correspondence, notes, memoranda, charts, etc., containing proprietary information;
- **DO** perform a virus check before downloading a file or installing a program;
- **DO NOT** participate in social media platforms or chat rooms using Southwire systems or represent yourself as a Southwire representative without permission from a Company officer;
- **DO NOT** disclose any confidential or proprietary information in any chat room, blog, internet forum, or other social media;
- **DO NOT** reveal personal information (home address, phone number, personal email, or other personal information) of other employees on email, the Internet, or on social media;
- **DO NOT** take or keep confidential information once your employment ends; and
- **DO NOT** use or disclose that confidential information to a different employer or company.

Q: *I have just hired an employee from a competitor. May I ask the employee to divulge non-public information about his former employer?*

A: *No. It is often improper for an individual to disclose confidential information about her or his former employer to her or his new employer. You should review the policy on competitive intelligence, provided in the Code, above.*

Review your signed Non-Disclosure and Invention Assignment Agreement and any other nondisclosure or confidentiality agreements or policies applicable to you prior to leaving Southwire, because they require your continued cooperation and confidentiality.

PROTECTING TECHNOLOGY AND INFORMATION

You must protect Southwire from the irreparable harm that will result from the unauthorized disclosure of its technology and confidential information by safeguarding Southwire's technology and confidential information. You also are required to safeguard government-classified information, as well as proprietary and private data developed or purchased by us or given to us by customers or suppliers. These restrictions apply to information in all forms (i.e., electronic or written).



TRADEMARKS, COPYRIGHTS, AND OTHER INTELLECTUAL PROPERTY

Trademarks

Our logos and the name Southwire are examples of Southwire trademarks that you must use properly and notify the Legal Department when you see the unauthorized use or infringement of Southwire logos, trade names, or trademarks. You also are required to use the trademarks of third parties properly and as authorized. Anyone seeking to use the Company's name or corporate logo for advertising or publicity purposes must obtain prior written Southwire approval by contacting Corporate Communication or the Legal Department for assistance in obtaining the necessary approvals.

Copyrights

Southwire licenses the use of much of our computer software from outside companies. In most instances, this computer software is protected by copyright laws. You may not make, acquire, or use unauthorized copies of computer software. Also, you should not give any program or documentation to anyone outside the Company. Authored books, articles, drawings, computer software, online or social media content, and other such materials may be covered by copyright laws. It is a violation of those laws and of Southwire's policies to make unauthorized copies of or derivative works based upon copyrighted materials. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted. Any questions concerning copyright laws should be directed to the Legal Department.

Intellectual Property Rights of Others

It is Southwire's policy not to infringe upon or misappropriate (or unlawfully take or use), the intellectual property (IP) rights of others. The below IP guidelines must be followed:

- **DO NOT** use another party's name, logo, trademark, service mark, or copyrighted material unless you have written approval from the owner;
- **DO NOT** remove copyright notices from software or its documentation. Treat all computer programs, documents, and materials the same way you would treat Southwire's trade secrets or confidential material;
- **DO** contact the Legal Department for approval of photocopying third-party publications;
- **DO NOT** copy full-length or edited videos. **DO** contact the Legal Department for help in obtaining the necessary approvals for such actions;
- **DO** get approval from the owner of any Internet material before you use it in any Southwire material or presentation (i.e., music, clip art, text, graphics, logos, etc.); and
- **DO** assume that items on Internet websites are copyright protected even if no copyright symbol (designated by ©) is shown.

Q: *At my old job everyone copied and pasted articles from the Internet into emails and shared it with co-workers. Nothing bad ever happened. Can I do that here?*

A: *No. You must have permission from the owner; or you can provide a link to the page where the article appeared. (Remember to verify cyber safety of all links before clicking on them).*



COMPANY RESOURCES

Southwire's resources include technology, computers, phones, copy machines, fax machines, data, buildings, land, equipment, cash, and the time and skills of our employees. These resources should be used primarily for business purposes and not for personal gain or the benefit of others. Reasonable personal use of Company resources and the Internet is permitted if it is appropriate, does not interfere with your work duties, and does not violate Company policies or applicable laws.

Q: *Can I use my computer to take orders for my weekend barbecue catering business?*

A: *You should not use your computer to take orders for your catering business. Also, you may be violating Company policies if you did not notify your supervisor of your side barbecue business before starting it, as it could pose a conflict with your Southwire duty to perform overtime on weekends.*

Follow the below guidelines for using Southwire's resources in order to avoid a violation of the Code or this Policy:

- **DO NOT** access or distribute material that is discriminatory or disparaging of others based on gender, race, sexual orientation, age, national origin, religious or political beliefs or any other protected characteristic under applicable law;
- **DO NOT** access or distribute pornographic or sexually oriented materials;
- **DO NOT** access or distribute any illegal gambling sites or illegal gambling-related materials;
- **DO NOT** access or distribute material that advocates illegal activity;
- **DO NOT** access or distribute articles, artwork, photographs, music, files, data, software, or other materials or information that may be protected by copyright, or otherwise use such copyrighted information in a way that violates copyright laws;
- **DO** send emails, instant messages, or social media posts using language and tone that is business appropriate;
- **DO NOT** send electronic communications that are embarrassing or damaging to Southwire's reputation, libelous, defamatory, or harmful to another company's reputation, products or services;
- **DO NOT** communicate your opinion about Southwire's business in chat rooms, bulletin boards, newsgroups, or other social media unless you are specifically authorized by Southwire to do so; and
- **DO** recognize that Southwire monitors the Company's computer networks and employee emails.

Violation of this and other policies regarding the use of computer resources, including computer and Internet usage, may result in restriction or termination of access to the Company's resources/ computers and other disciplinary action, up to and including, where appropriate and permissible, termination of employment.

RECORDS MANAGEMENT

Southwire's records management program establishes how long our records (which are all Southwire's property) should be maintained and when they should be disposed. It applies to information stored on any media in which created or stored, including paper, e-mail or other electronic and/or digital means. You must contact the Legal Department if you learn of a subpoena or a pending or contemplated litigation or government investigation. ALL records must be preserved (and not destroyed) that may



be responsive to the subpoena or relevant to the litigation or that may pertain to the investigation until you are advised otherwise by the Legal Department. You must preserve all relevant records that would inadvertently or automatically be destroyed or erased, such as e-mails and voicemail messages, by disabling the automatic deletion feature. Please consult Southwire's IT and Legal Departments on such preservation requirements. There are serious and costly consequences for destroying documents relevant to a government investigation or other contemplated litigations.

If you have any questions regarding whether a record pertains to a pending or contemplated investigation or litigation, whether it is responsive to a subpoena, or regarding how to preserve particular types of records, you should preserve the records and ask the Legal Department for guidance.

***Q:** I have records that are more than eight years old, and I doubt that they will be relevant to any pending litigation that a co-worker mentioned to me. I am about to leave the Company so can't I just erase or delete them?*

***A:** No. Contact the Legal Department before leaving or deleting any records or documents so they can make a determination on whether you need to preserve the records for the anticipated litigation, even though you were not officially notified about the expected litigation, nor did you receive a Records Retention Hold Notice (Legal Hold) about any of your records.*





ENVIRONMENT, SAFETY, AND HEALTH

ENVIRONMENT

Protection

Southwire is committed to conducting ongoing assessments and monitoring of the environmental impact of our operations for the protection of the environment, health and safety of our workers, business associates, and communities. We strive to eliminate the generation, discharge, and disposal of hazardous materials. Southwire, our employees, and business associates must fully comply with a complex array of national, state, provincial, and local environmental protection permits, laws and regulations. Due to the potential critical consequences of a violation of this policy and applicable environmental protection laws and regulations, you should always raise questions, or issues, or report suspected misconduct under this policy to your facility manager, environmental coordinator, corporate environmental management or the Ethics and Compliance Office/Legal Department directly or by email at doing.right@southwire.com.

Q: *I observed a small chemical leak from a pipe in another part of my plant. The area is away from where I work in the plant and my observation had nothing to do with my regular job responsibilities. I am not able to identify the chemical. Should I still report this?*

A: *Yes. You should promptly report any situation that could potentially result in harm to others or the environment so that appropriate action can be taken to (i) prevent or limit any potential harm to people or the environment from exposure to the chemical, (ii) notify appropriate authorities, if required, and (iii) promptly fix the leaking pipe.*

For more information on our environment, health and safety policies, please consult policies posted at your facility, on Southwire’s website (www.southwire.com) and intranet, and Southwire’s sustainability website (southwiresustainability.com).

Sustainability

Southwire also strives to conduct our business in a sustainable manner. We are committed to maintaining management systems, programs, and procedures for supporting our five sustainability tenets:

- Growing Green
- Living Well
- Giving Back
- Doing Right
- Building Worth



You may visit our sustainability website (southwiresustainability.com) for a copy of our most recent Sustainability Report and other information regarding the Company’s sustainability initiatives.



SAFETY AND HEALTH

For Our Employees, Business Associates, Customers, and Communities

Southwire's commitment to the safety, health, and well-being of our employees, business associates, customers, and communities is one of our highest priorities. There is no operational priority, business goal, or service commitment that ever justifies endangering any person's safety. We are determined to help prevent workplace illnesses, injuries, as well as incidents that put the public's safety at risk. Southwire is committed to providing our employees with the proper tools, equipment and training necessary to perform their work safely, and to helping keep our communities and the public safe at all times.

Southwire's leadership will fulfill our commitment to safety and security if we act in the following manner and ensure that others with this important responsibility also:

- Comply fully with all applicable safety, health, and security laws and regulations;
- Implement programs and processes aimed at continually improving safety and security conditions;
- Promote our safety goals within Southwire in a way that maintains a culture where safety is our core value;
- Evaluate programs regularly to ensure our best practices for safety are effective; and
- Implement changes and take immediate corrective measures to prevent any incident reoccurrences

Our employees and business associates must help us achieve our goals by doing the following in the workplace:

- Follow all safety and security processes, including all policies and procedures outlined in company safety, security, and operating manuals;
- Promptly report unsafe behavior and work conditions, safety hazards, property damage and personal injuries. Reporting of safety incidents is imperative, no matter how insignificant the incident is perceived and even if reporting an incident means that the department or location will not meet its safety goal; and
- Remain vigilant and alert to dangers that stem from a variety of internal and external sources, including violence, substance abuse, weapons and possible terrorism.

Q: *What should I do when there is a workplace emergency that threatens my safety or another worker's safety?*

A: *A workplace emergency may include, but is not limited to, an injury accident, a severe illness, a chemical spill, a fire, flood, or storm, earthquake, workplace threats, utilities failure, or an apparent act of terrorism or other incidents.*

You should:

- *When an incident occurs and if safe to do so, a supervisor or department manager is to be immediately notified. Depending on the severity of the incident, local personnel will be notified to respond to emergencies. Emergency numbers should be posted at each telephone. The supervisor or designee will inform local personnel of the incident upon their arrival. Local personnel may be appointed and trained to respond to emergencies;*
- *If it is determined to be a medical emergency, 911 should be called to request professional medical assistance. Have the specific details of the address of your work location readily available in case you have to call for emergency help;*



- *Learn and know the current location of emergency equipment including fire extinguishers, break-glass alarms, first aid kits, safety showers, eye wash stations, chemical spill control materials and other equipment;*
- *Learn and practice an informal walk-through of the evacuation route from your work area; and*
- *Be aware of at least two exits and know where you are supposed to assemble with coworkers outside the building.*

Drugs and Alcohol

Southwire is committed to maintaining a drug-free work environment. You are strictly prohibited from using, selling, purchasing, possessing, transporting, or being under the influence of any illegal drug, prescription medication not prescribed to you, or drug-related paraphernalia, while on Southwire premises or while performing Southwire business on or off the premises. Serious bodily injury or property damage could result from any drug use while performing Southwire's business. Further, you may not use, possess, or be under the influence of alcohol on Southwire premises, unless it is expressly permitted for a special work event.

Weapons

Weapons, licensed or unlicensed, **are prohibited on Company property and in Company facilities.** Violations may subject employees to discipline up to and including termination of employment. Law enforcement and security officials permitted to carry firearms in the performance of their normal duties are not subject to this prohibition.

More information on the Company's safety and health policies is available in the Company's Employee Handbook and at your location.





TRADE CONTROLS

Import and Export Compliance

For national security, foreign policy, and other government policy reasons, the United States and other countries have laws that govern the export of products, commodities and technology. Specifically, the U.S. has complex rules and regulations for the export of U.S.-origin sensitive equipment, software and technology, and other products, goods and services to international countries. Some U.S. items require an export license because they are controlled under the U.S. Export Administration Regulations (“EAR”) as they are defense-related or dual use goods and technologies. Those with responsibility for exporting Southwire’s goods, technology and services must follow the technical U.S. and local law regulations to ensure that any commodities, goods or technology have any applicable export licenses required before they leave a Southwire facility.

Southwire is required to know and comply with the laws, rules and import regulations for the United States, and in every country that we do business. Failure to comply with import and export regulations can result in fines, criminal penalties, suspension of export privileges for the Company, as well as reputational harm. Individuals may be subject to disciplinary action, and referral for possible civil and criminal action resulting in fines and criminal penalties for failing to follow the import and export regulations, and any knowing violations of these laws and regulations.

Trade Sanctions and Economic Embargoes

In order to further U.S. foreign policy, national security interests, and other human rights goals, the U.S. government (through the President or Congress) imposes trade and economic sanctions on foreign individuals, other countries, foreign governments, and organizations or entities, that are administered by the U.S. Department of Treasury’s Office of Foreign Assets Control (“OFAC”), in consultation with the U.S. State Department.

Southwire and our employees face serious fines, penalties, and reputational harm for any violation of applicable U.S. and other country trade sanctions laws, regulations or restrictions, and individuals are also subject to criminal fines and penalties for a knowing violation of OFAC or applicable local country trade sanction laws, rules, and regulations. You must check with the Ethics and Compliance Office or Legal Department to determine if there are any restrictions on sales or purchases from or to a particular country or from or to any particular non-U.S. individual or entity before proceeding with the transaction or activity, or if you have any questions on these requirements.





POLITICAL ACTIVITY

POLITICAL CONTRIBUTIONS

Some laws in the U.S., other countries, states, provinces, and municipalities prohibit contributions by the Company to political parties or candidates. As a general policy, no Company funds or other assets should be contributed or loaned, directly or indirectly, to any political party or for the campaign of any person for political office. Nor should such contributions be made in opposition to any political party or person. Also, due to the serious legal risks described in Southwire's FCPA Anti-Bribery Policy and Guidelines for making any payments to or on behalf of foreign government officials or employees, including political party candidates and political party leaders, Southwire policy prohibits any Southwire political contributions, in money or in-kind, to international candidates or international political party leaders or officials.

DO NOT:

- Use Company time, property, or facilities for political activity; or
- Seek Company reimbursement for any political contributions, including through expense accounts.

Q: *Can I host a barbecue in the Company parking lot on a weekend to raise money for my brother's campaign for mayor?*

A: *No. That would violate this Code requirement and possibly applicable laws prohibiting such in-kind political activities. Importantly, in jurisdictions where corporate political contributions are legal, an authorized and approved political contribution may only be made from funds allocated and specifically approved for making a lawful contribution by an authorized Company official. Such political contributions require the approval of Southwire's EVP, General Counsel, and must otherwise be in compliance with applicable laws and regulations.*

DO:

- Exercise your lawful, personal, and civic responsibility, and volunteer on your personal time to engage in civic, community, or political activities; and
- Contact the Legal Department for guidance before involving Southwire in any political activity at the federal, state or local levels in the United States and at applicable levels in international countries.

LOBBYING ACTIVITIES

Generally, lobbying includes: (i) communicating with any member or employee of a legislative branch of government for the purpose of influencing legislation; (ii) communicating with certain government officials for the purpose of influencing government action; or (iii) engaging in research or other activities to support or prepare for such communication. Laws of some jurisdictions require registration and reporting by anyone who engages in lobbying activity. (There also are special U.S. registration requirements if you represent and lobby for a foreign government or agency.) Consult the Legal Department before you ever engage in any activity on behalf of Southwire or other parties that might be considered "lobbying."



DOING RIGHT

ETHICS & COMPLIANCE

THE RIGHT WAY

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