

# **American Woodmark Corporation**

*Code of Business Conduct and Ethics*

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## **A Message from Our CEO**

We're driven by a shared commitment to **C**ustomer Satisfaction, **I**ntegrity, **T**eamwork, and **E**xcellence. A foundational element of realizing each of these important principles is choosing, at all times, to conduct our business and interactions with others in a legal and ethical manner. Our Code of Business Conduct and Ethics guides us in this pursuit by providing us with the information we need to make this choice when confronted with different situations and circumstances. By following our Code, we can clearly and consistently share with each other and our customers, suppliers and communities the principles that define American Woodmark.

Every American Woodmark team member, director, and officer has a responsibility to read our Code, understand it, and follow it without exception. I know that your professional journey is full of unexpected situations – some become opportunities while others present challenges. That's why our Code offers information you need to do the right thing. If you need guidance, it will direct you to the people and policies that can help. Our Code of Business Conduct and Ethics is a living document, and you bring it to life each day.

I urge you to speak up if you see or suspect a violation of our Code. Together, everyone contributes to making our organization a place where you can express who you are through what you do.

Thank you for living our CITE principles, fulfilling our purpose, and following our Code.

Scott Culbreth

President & CEO

## **Our Vision, Mission and Values**

### ***Our Vision***

To help customers build beautiful, comfortable spaces that reflect their idea of home.

### ***Our Mission***

To create perfect fits – inspire fresh styles and limitless possibilities. And celebrate the perfect union of creativity, reliable function, and value.

Our purpose may seem simple, but the rewards it brings are immeasurable. We're over 10,000 strong, with a proud heritage, a thriving culture, and sustainable growth. Our employees are like family to us, and our products bring joy and peace of mind to homes across the country.

To us, making cabinets means something bigger – it means making the future brighter for the people who matter the most to our business.

### ***Our Values***

Our **CITE** principles help create the culture that sets us apart.

**Customer Satisfaction:** provide the best possible quality, service and value to the greatest number of people by doing whatever is reasonable and sometimes unreasonable.

**Integrity:** do what is right: act fairly and responsibly, care about the dignity of each person and be a good citizen within the community.

**Teamwork:** understand that we must all work together in order to succeed. Realize that each person must contribute to the team to be part of the team.

**Excellence:** strive to perform every job or action in a superior way. Be innovative, always helping others become the best they can be.

## Overview

This Code of Business Conduct and Ethics (“Code”) sets forth and summarizes the policies of American Woodmark Corporation and its subsidiaries (the “Company”) related to legal compliance and ethical business practices.

Knowledge of and compliance with this Code is your responsibility. The Company expects that all individuals subject to this Code read, understand and conduct their activities in accordance with this Code and avoid even the appearance of improper behavior.

This Code does not cover every legal and ethical issue or situation that may arise, but sets out basic principles to guide the conduct of all individuals subject to it. The Company relies on each individual subject to this Code to exercise good judgment in applying the principles of this Code to a given issue or situation. If you have any questions about the application of this Code to a particular issue or situation, you should discuss those questions with your immediate supervisor or manager or human resources.

If you are aware of a potential violation of this Code, you must immediately report it as provided in *Code Compliance and Enforcement – Reporting Potential Violations of this Code* on page 12 below. If you are not sure whether a particular action or situation you are aware of involves a potential violation of this Code or could result in a violation of this Code, you should refer to and follow the Compliance Procedures attached to this Code as Appendix A.

Although we are not aware of any conflicts between the Code and an applicable law, if there is such a conflict, you must comply with the law.

Any individual that violates this Code will be subject to immediate disciplinary action, up to and including termination of employment. In certain circumstances, such violation may also result in civil liability and/or criminal prosecution.

### Individuals Subject to this Code

Each employee, including officers, and each director of the Company, regardless of their country of origin or country of residence, is subject to and expected to fully comply with this Code.

### Standards of this Code

#### **Workplace Integrity**

#### ***Equity and Inclusion***

The Company strives to create a culture of mutual respect and trust for all individuals. The Company values and promotes inclusion and brings together employees with a wide variety of backgrounds, skills and human differences, including those based on culture, ethnicity, gender and age, in order to drive performance.

Accordingly, the Company complies with all federal and state equal employment opportunity laws and is committed to providing equal employment opportunities for all persons regardless of race, gender, color, religion, sexual orientation, age, national or ethnic origin, disability, veteran status or other status protected by applicable law. Equal opportunity extends to all aspects of the employment relationship, including hiring, job assignments, transfers, promotions, training, terminations, working conditions, compensation, benefits, and other terms and conditions of employment.

The Company also strives to keep the workplace free from all illegal forms of discrimination and harassment, including sexual harassment. As a result, any verbal or physical conduct by any employee or director that is discriminatory in nature or harasses another individual based on a protected trait or characteristic is strictly prohibited. The Company has a zero-tolerance policy with respect to such discrimination and harassment and considers such discrimination or harassment to be a serious offense.

Any reported violations of equal employment opportunity laws and the Company's prohibition of harassment or discrimination are taken seriously and investigated. The Company will not retaliate in any way against an employee who makes a complaint in good faith. Supervisors or employees found to have engaged in discriminatory conduct or harassment are subject to immediate disciplinary action up to and including termination.

Additional information with respect to workplace harassment is set forth in the Company's sexual and workplace harassment policy.

### ***Health and Safety***

The Company strives to provide each employee with a safe and healthy work environment. Each employee is responsible for maintaining a safe and healthy workplace for all employees by following any applicable Company health and safety rules and practices and promptly reporting to a supervisor or manager any accidents, injuries and unsafe equipment, practices or conditions.

The Company is subject to many laws, rules, regulations and guidelines established by authorities of competent jurisdiction with respect to workplace health and safety. Although employees are not expected to know all of the details of these laws, rules, regulations and guidelines, each employee is expected to understand and abide by those legal requirements applicable to such employee's area of responsibility or operation and to seek advice and guidance from a supervisor or manager with respect to any areas of concern.

Violence, intimidation, coercion or other threatening and hostile behavior are not permitted and will not be tolerated. Similarly, any acts of vandalism or sabotage or that otherwise intentionally damage Company property or the property of another employee are not permitted and will not be tolerated.

Employees should report to work in condition to perform their duties safely and free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace is not permitted and will not be tolerated. Employees with prescriptions also must be able to perform their jobs safely.

## **Protecting the Company**

### ***Conflicts of Interest***

Conflicts of interest are prohibited as a matter of Company policy. A conflict of interest exists when a person's private interest interferes in any way with the interests of the Company. It is important to avoid even the appearance of a conflict of interest. The Company can only do so when employees and directors timely disclose any potential conflict of interest, and allow the Company to consider (1) whether an actual conflict of interest exists and (2) if so, whether it is possible to make accommodations that will adequately mitigate the potential impacts of the conflict presented. It is your obligation to understand when, where and how conflicts might arise, avoid them when possible and promptly disclose their potential existence when not.

The potential for a conflict of interest may arise when an employee or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee or director, or members of an employee's or director's family, receive personal benefits as a result of the employee's or director's position in the Company. Loans to, or guarantees of obligations of, employees or directors and their family members may create conflicts of interest.

It is almost always a conflict of interest for a Company employee or director to work for or have a material financial interest in a competitor, customer or supplier of the Company. Employees and directors are not allowed to work for a competitor or to serve as a consultant or board member of a competitor. To avoid even the appearance of a conflict of interest, employees and directors are expected to refrain from any direct or indirect business connection with the Company's customers, suppliers or competitors, except on the Company's behalf or when the Company has otherwise approved the activity in question following its disclosure.

Each employee and director is expected to exercise good judgment and avoid situations that can lead to even the appearance of a conflict of interest. Any employee or director who becomes aware of an actual or potential conflict of interest, or a situation that may be perceived to involve a conflict of interest, must bring it to the attention of such individual's supervisor, manager or other appropriate personnel.

### ***Corporate Opportunities***

Employees and directors are prohibited from taking for themselves opportunities that are discovered through the use of Company property or information or as a result of employment with the Company or service as a director without the consent of the Chief Executive Officer. No employee or director may use Company property, information, or position for improper personal gain, and no employee or director may compete with the Company directly or indirectly. Employees and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

### ***Protection and Proper Use of Company Assets***

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any

suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, customer lists, costs and margins, non-public pricing information, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information is against Company policy and is not permitted. Any such unauthorized use or distribution could also be illegal and result in civil or even criminal penalties.

### ***Electronic Data and Communication Resources***

The Company provides a number of electronic communications resources for use by employees and directors, including cell phones, computers, tablets, email and voicemail systems, computer networks and/or access to the Internet. These resources remain the property of the Company and, with the exception of incidental personal use, should only be used for conducting authorized Company business. Any information or data created, transmitted, received or stored on or through these resources (including personal information) is also Company property, and employees and directors should have no expectation of privacy with respect to any such information or data. The Company has a strong interest in protecting the security and integrity of its electronic communications resources and reserves the right to monitor, retrieve and disclose any information or data transmitted or stored on or through these resources as necessary and appropriate for business or legal purposes. When using Company electronic communications resources, all employees and directors must comply with all applicable Company policies and procedures, including the Company's policy with respect to information systems security.

When communicating electronically, whether through Company owned resources or otherwise, all employees and directors must fully comply with the other provisions of this Code of Business Conduct and Ethics, including with respect to confidentiality, record keeping, political activity and discrimination and harassment.

The obligation to preserve confidential information continues even after employment ends.

### ***Sales Agents, Consultants and Professional Services***

U.S. and non-U.S. sales agents, consultants, representatives, independent contractors, temporary workers and suppliers are expected to observe the same standards of conduct as the Company's employees when conducting business anywhere in the world with or for the Company. None of us may do anything indirectly, through agents, or otherwise that we are prohibited from doing directly under this Code or any other Company policy. Business integrity is a key standard for the selection and retention of those who represent American Woodmark. Therefore, it is important that we engage in appropriate due diligence before retaining any sales agent, consultant, representative, independent contractor, external temporary worker or supplier.

## **Company Communications and Safeguarding Information**

### ***Honesty and Integrity in Communications***

It is important that employees and directors communicate with one another and with third parties in an honest and accurate manner. All employees and directors should avoid false statements, exaggeration, derogatory remarks or any inappropriate characterization of people, companies or other matters, regardless of whether communicating in person, through electronic means or in Company memorandums, reports or other documents.

It is also important that the Company communicate with customers, vendors and the public in an honest and accurate manner. Accordingly, it is against Company policy (and in many instances against applicable laws) to make false or misleading claims regarding the products and services offered by the Company or by the Company's competitors. Employees responsible for any Company marketing or advertising material must ensure that all claims regarding the products and services offered by the Company or the Company's competitors are properly substantiated in accordance with Company policy and any applicable laws, rules or guidelines established by authorities of competent jurisdiction.

### ***External Communications***

It is important that the Company communicate with the public in a clear and consistent voice. For this reason, only certain individuals are permitted to speak publicly on behalf of the Company. Accordingly, unless authorized to do, no employee or director is permitted to speak on behalf of the Company in any communication that may become public or to respond to inquiries from the media, investors, financial analysts or other outside parties. Any such inquiries should be immediately referred to the Company's corporate communications team.

### ***Public Disclosure Obligations under Securities Laws***

The Company is subject to various disclosure obligations under U.S. federal and state securities laws. To comply with these obligations, the Company must make full, fair, accurate, timely and understandable disclosure in any reports and documents the Company files with or submits to the Securities and Exchange Commission (the "SEC") and in other public communications made by the Company.

Each employee of the Company involved in the preparation of these reports and documents, including the Company's Chief Executive Officer, Chief Financial Officer, Controller and Treasurer (the "Executive Team") and any individuals involved in the preparation of financial or other data or information included in such reports and documents and other public communications, must ensure that all reasonable and necessary steps within such individual's areas of responsibility are taken to provide full, fair, accurate timely and understandable disclosures in such reports and documents and other public communications. Each of these individuals must act in good faith and with due care in the preparation of any reports and documents the Company files with or submits to the SEC, any other public communications made by the Company or any financial or other data or information included in such reports and documents or other public communications. Each of these individuals is required to comply with the Company's accounting policies and disclosure controls and procedures and is not permitted

to conceal or falsify information, misrepresent or withhold material facts or information or otherwise mislead other members of the Company's reporting team, the Company's Board of Directors (the "Board") or the Audit Committee of the Board (the "Audit Committee"), or the Company's independent registered public accounting firm.

Each member of the Executive Team is required to promptly bring to the attention of the Audit Committee any information such individual may have concerning (a) significant deficiencies in the design or operations of the Company's internal control over financial reporting which could adversely affect the Company's ability to record, process, summarize and report financial data, (b) any fraud, whether or not material, that involves management or any other employee that has a significant role in the Company's financial reporting, public disclosures or internal controls, and (c) evidence of a violation of the securities or other laws, rules or regulations applicable to the Company's public disclosures. Each member of the Executive Team is also required to promptly bring to the attention of the Audit Committee any material information they become aware of that affects the disclosures made by the Company in its filings with the SEC and other public communications.

Any violation of the requirements of this section, or any failure to report any suspected violation of this section, will be viewed as a severe matter and must be reported promptly to the Chair of the Audit Committee using the Company's Code of Ethics Hotline as detailed in *Code Compliance and Enforcement – Accounting and Auditing Matters and Ethics Hotline* on page 15 below.

### ***Record Keeping***

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation. Any employee involved in creating or entering information into the Company's financial, operational and other records is required to do so fully, fairly, accurately, on a timely basis and with any appropriate supporting documentation.

Printed and electronic records must be retained, discarded or destroyed in accordance with applicable laws, regulations and Company policy. Records relevant to a matter under investigation or in litigation must be retained for as long as the matter is pending or as otherwise required under applicable law, Company policy and Company directives.

### ***Confidentiality and Data Privacy***

Employees must maintain the confidentiality of confidential information entrusted to them by the Company or the Company's customers or suppliers, except when disclosure is authorized by the Chief Financial Officer or required by applicable laws or regulations (in which case the employee shall promptly notify the Chief Financial Officer of such potential required disclosure). Confidential information includes all non-public information that might be of use to

competitors, or harmful to the Company or its customers or suppliers, if disclosed. The obligation to maintain the confidentiality of confidential information includes an obligation to limit access to such information to those who have a need to know such information and to use such information only for authorized business purposes.

Various laws govern how the Company must collect, store, use, share, transfer and dispose of certain personal information such as credit card information, Social Security numbers, names, addresses, email addresses and telephone numbers. Employees that work with personal information are required to follow these laws.

## **Following the Law**

### ***Compliance with Laws, Rules and Regulations***

Obeying both the letter and the spirit of the law is the foundation of the Company's ethical standards. All employees must respect and obey the laws of the cities, states and countries in which we operate. While not all employees are expected to know the details of these laws, they are expected to exercise good judgment and to seek advice from supervisors, managers or other appropriate personnel when in doubt.

If deemed necessary based on inquiries received from employees and other information, the Company may hold information and training sessions to promote compliance with laws, rules and regulations.

### ***Competition and Fair Dealing***

The Company seeks to outperform its competition fairly and honestly. In doing so, we all must comply with antitrust and competition laws where the Company does business. All product development, manufacturing and sales efforts must conform to the highest ethical standards. Antitrust laws generally prohibit agreements or understandings among actual or potential competitors to fix or control prices, fix bids, boycott specified suppliers or customers, or limit the production and sales of product lines. Other laws prohibit controlling the resale pricing of distributors and dealers, disparaging a competitor, misrepresenting the Company's products, stealing trade secrets or offering or paying bribes or kickbacks. They likewise prohibit agreements among competitors not to hire one another's employees. These laws are vigorously enforced and failure to comply with them could result in heavy fines to the Company and heavy fines and imprisonment for you.

Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Company employee,

family member of an employee or Company agent unless it: (1) is not a cash or cash equivalent gift (*e.g.* no gift certificates or gift cards, credits vouchers or payment cards), (2) is infrequent, unsolicited, given openly and transparently and otherwise consistent with customary business practices, (3) is in good taste, modest and not excessive in value, (4) cannot be construed as a bribe or payoff or perceived as imposing an obligation on the recipient and (5) does not violate any laws or regulations. Further, gifts or business courtesies should only be given or received when supported by a bona fide business purpose (*e.g.*, in connection with the promotion, demonstration or explanation of Company products or services), where their receipt would not create even the appearance of impropriety or bias. Please discuss with your supervisor or manager any gifts or proposed gifts that you are not certain are appropriate.

Directors, when acting on matters for the Company, should also follow the policies applicable to employees with respect to business gifts or entertainment.

### ***Payments to Government Personnel and Others***

We will deal with all of the Company's customers and suppliers and with all government agencies in a straightforward and aboveboard manner and in strict compliance with the requirements of the United States Foreign Corrupt Practices Act, international anticorruption and anti-bribery conventions and local anticorruption and anti-bribery laws. Each employee and director, regardless of home or host country, is prohibited from giving anything of value (including paying any bribe, kickback or other similar unlawful payment), directly or indirectly, to any government, public official or other individual, regardless of nationality, to improperly secure any personal gain or any concession, contract or improper advantage for the Company. This includes a strict prohibition on both the bribery of government officials (official bribery) and the bribery of non-government commercial parties (commercial bribery).

In some circumstances, it may be legally allowable under certain laws to make nominal facilitating payments to secure the performance of a routine governmental action. It is against Company policy to make any such payment if it is not expressly allowed under applicable local law. Any exception to this policy must be approved by the Chief Financial Officer or the Chief Executive Officer. In no case may an exception be granted when the payment would be used to improperly influence any discretionary decision by a public official, including any decision to award new business or continue doing business with the Company or others. If the payment in question is legal under local law (*e.g.*, payment of an expediting fee that is part of a published fee schedule available to any similarly situated party), it is not prohibited by this policy.

In addition, there are strict laws regarding business gratuities that may be offered to or accepted by U.S. governmental personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules may be treated as a crime and would be a violation of Company policy. State and local governments, as well as foreign governments, usually have similar rules. You are, of course, permitted as an individual to support candidates for public office, but you are not permitted to use Company assets in support of any candidate or to provide gifts or favors to any government official. See —*Political Activities and Contributions* on page 12 below for more information concerning involvement in and support for political candidates, parties and related matters.

### ***International Business***

The Company's policy is to comply with the specific laws and regulations of all countries where it does business, and with all U.S. laws affecting international trade, such as anti-boycott, embargo and trade sanction, export control and anticorruption and anti-bribery laws. Violations of these laws carry stiff civil and criminal penalties for individuals and the Company, and could cause serious damage not only to the Company's corporate reputation, but also to the public. If you are involved in the Company's foreign operations, you should be aware of these laws, and should coordinate closely with your immediate supervisor, other local managers, the Chief Financial Officer or the Chief Executive Officer to ensure that neither you nor the Company violates any relevant laws.

### ***Insider Trading***

It is generally unlawful for any person to trade in shares or other securities of any publicly traded company while in possession of material nonpublic information or to disclose such information to others who then trade in such securities. Material nonpublic information is generally defined as information that, if publicly disclosed, would reasonably be expected to influence the decision of a reasonable investor to buy, hold or dispose of a security.

In the course of their duties, employees and directors may become aware of material nonpublic information about the Company or its customers or suppliers. Employees or directors who involve themselves in insider trading either by personally engaging in trading or by disclosing material nonpublic information to others are subject to disciplinary action up to and including immediate termination, and potential prosecution.

Employees and directors who have access to confidential information about the Company are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of Company business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is both unethical and illegal.

For more information, please refer to the Company's Insider Trading Policy, which applies to all employees and directors, as well as certain of their family members and members of their household as described in such policy.

### ***Cooperation with Company and Governmental Investigations***

Each employee and director has an obligation to cooperate fully with internal and external investigations or audits that are conducted by the Company or agents or representatives of the Company, and is expected to respond to any inquiries relating to such investigations fully, accurately and promptly.

It is the Company's policy to cooperate fully with any proper government inquiry or investigation. However, it is important that the Company participate in any such inquiry or investigation in a coordinated manner. Accordingly, if any employee or director receives any oral or written inquiry or request from a governmental authority which requires a response from

the Company, such individual must immediately notify an appropriate supervisor or manager so that the appropriate information can be prepared and submitted to the governmental authority. Any employee responsible for responding to an inquiry or request from a governmental authority must provide information that is accurate and complete.

## **Community Engagement**

### ***Political Activity and Contributions***

Certain laws and regulations restrict the Company's role in political activities and funding. Accordingly, although we encourage each of our employees and directors to engage in the political process in the communities in which they live, no employee or director is permitted to use Company funds or resources to support any candidate for public office, political party or political organization or to otherwise engage in political activities, unless expressly authorized to do so by the Chief Executive Officer or Chief Financial Officer (or, if the individual involved is the Chief Executive Officer or Chief Financial Officer, then the Chair of the Board). Any employee or director who chooses to participate in the political process must not permit their status as a Company employee or director to be used in support of or in opposition to a particular candidate, party or political issue and should identify any political statements or activities as their own and not the Company's. Also, any employee or director that chooses to be politically active must not pressure, directly or indirectly, other employees or directors to contribute to, support or oppose any political candidate, party, organization or position.

### ***Environmental Compliance and Sustainability***

The Company is committed to protecting the environment and complying with all applicable environmental laws, rules and regulations. Employees involved with activities that affect the environment are expected to understand any compliance requirements applicable to their area of responsibility and must obey fully all applicable environmental laws, rules and regulations. Employees and directors are also expected to comply with the letter and spirit of any additional Company policies, procedures, guidelines or programs relating to the environment, including any Company recycling, energy conservation or other sustainability initiatives.

## **Code Compliance and Enforcement**

### ***Reporting Potential Violations of this Code***

Any employee aware of a potential violation of this Code, of any related policy or procedure, or of any law, rule or regulation potentially applicable to the Company must immediately report it to their immediate supervisor or manager. Failure to report a potential non-compliance can compound a problem, allow improper conduct to continue and make remediation more difficult.

If an employee is uncomfortable reporting their concerns to their immediate supervisor or manager, the employee may report their concerns to the member of management that directly oversees the employee's immediate supervisor or manager. If the employee is uncomfortable reporting their concerns to such member of management, or if the employee believes that the employee's report is not being investigated in accordance with this Code, the employee may report their concerns to the Company's Chief Human Resources Officer or by using the

confidential ethics hotline identified under —*Accounting and Auditing Matters and Ethics Hotline* below. Similarly, if the potential violation involves an executive officer or director of the Company, the employee may report it by using the ethics hotline.

When in doubt about whether a particular situation involves a potential violation of this Code, employees should refer to and follow the Compliance Procedures attached to this Code as Appendix A.

Any director or executive officer aware of a potential violation of this Code, of any related policy or procedure, or of any law, rule or regulation potentially applicable to the Company involving an employee of the Company that is not an executive officer must immediately report their concerns to the Chief Executive Officer or through the ethics hotline. Any director or executive officer aware of a potential violation of this Code, of any related policy or procedure, or of any law, rule or regulation potentially applicable to the Company involving another director or an executive officer of the Company must immediately report their concern to the Chair of the Audit Committee. If the potential violation involves the Chair of the Audit Committee, it must be immediately reported to the Chair of the Board.

As discussed below, all reported issues will be reviewed and assessed, with appropriate steps taken to investigate, escalate and resolve any allegations or other concerns. Reporting a matter does not protect an employee or director from disciplinary action if they were involved in misconduct, but it may be an important mitigating factor. We are all expected to be open and honest in reporting issues and cooperating in efforts to investigate and resolve them.

### ***No Retaliation***

Any form of retaliation against any individual who, in good faith, asks questions about or reports a potential violation of this Code, of any related policy or procedure, or of any law, rule or regulation potentially applicable to the Company, or who participates in the investigation of any such potential violation, is strictly prohibited and is itself a violation of this Code. Acting in “good faith” in this circumstance means making a genuine attempt to provide honest, complete and accurate information, even if it later proves to be mistaken or unsubstantiated. Consistent with this requirement to act in good faith, the Company does reserve the right to take appropriate disciplinary action with respect to anyone who knowingly makes a false accusation with respect to an alleged violation of this Code or knowingly provides the Company with false information with respect to an alleged violation of this Code.

### ***Investigation of Alleged Violations***

The Company will fully investigate any potential violation of this Code alleged in good faith. All employees and directors have an obligation to cooperate fully with any investigation of an alleged violation of this Code. If any alleged violation involving an executive officer or director of the Company is not initially reported through the ethics hotline or to the Chair of the Audit Committee or the Chair of the Board as provided for above, the individual to whom the alleged violation is reported must immediately report the alleged violation to the Chair of the Audit Committee or the Chair of the Board as appropriate.

### ***Accountability for Violations***

Any employee or director who violates the provisions of this Code, including by failing to report a violation of this Code or cooperate in an investigation of an alleged violation of this Code, will be subject to disciplinary action up to and including termination of employment or removal from the Board, as applicable. This discipline may include, but is not limited to, written notice that a violation has occurred and official censure, demotion or re-assignment or suspension without pay or benefits.

Violations of this Code may also constitute violations of the law and may subject the individual involved to civil liability and/or criminal prosecution.

Whether an employee other than an executive officer has violated this Code and any related discipline will be determined by an appropriate member of the Company's human resources department. Whether an executive officer or director has violated this Code and any related discipline will be determined by the Board upon consultation with the Audit Committee (provided that any director alleged to have violated this Code will not participate in any such discussions or determination).

### ***Management Standards of Behavior***

Senior executives, other managers and anyone who supervises other employees each have a special responsibility to live up to this Code. They are often the first point of contact when an employee comes forward to raise concerns. It is critical that they be ready to listen carefully and respond appropriately. Their ethical leadership is critical to the strength and durability of the Code and the principles it upholds.

Amongst the most important management responsibilities is properly and timely handling the receipt and escalation of employee concerns. When an employee reports concerns to a manager or supervisor, it is their obligation to listen and assess those concerns, resolve them as appropriate under the circumstances and escalate them as necessary to ensure they receive appropriate attention. This includes ensuring they are reviewed and resolved by persons with appropriate authority, and that more senior management has adequate and timely notice where merited. If you have questions about whether escalation is merited, you should err on the side of escalation.

### ***Waivers of this Code and Amendments***

This Code of Business Conduct and Ethics has been approved by the Board. Any waiver of this Code for executive officers or directors may be made only by the Board and will be promptly disclosed as required by law or regulation. Any waiver of this Code for another employee will be determined by the Chief Financial Officer or Chief Executive Officer.

This Code may be amended only by the Board.

### ***Accounting and Auditing Matters and Ethics Hotline***

The Audit Committee has established the following procedure for receiving confidential, anonymous submissions from employees of concerns regarding questionable accounting or auditing matters by a senior Company officer or director. Any employee wishing to submit any information of this nature may use the Company's confidential Code of Ethics Hotline:

Woodmark.ethicspoint.com  
U.S.: 1-844-471-7681  
Mexico: 001-844-240-4029

Correspondence to the above address is collected by the Director of Internal Audit and reviewed by a member of the Audit Committee.

Any employee may submit a good faith concern regarding questionable accounting or auditing matters without fear of dismissal or retaliation of any kind.

Any employee may also use the ethics hotline to, in good faith, report potential violations of this Code or other policies, procedures, laws, rules or regulations as described under —*Reporting Potential Violations of this Code* on page 12 above.

## Compliance Procedures

The complexity and occasional absence of complete information regarding business situations can make it difficult to know if a violation of this Code has occurred or whether a particular situation may lead to a violation of this Code. Since this Code cannot anticipate every situation that may arise, it is critical to provide an approach for employees to follow in these circumstances. Employees faced with such circumstances are encouraged to keep the following steps in mind:

**Do you have all the facts?** In order to reach the right solutions, we must be as fully informed as possible.

**Ask yourself: What specifically am I being asked to do or do I believe occurred? Does it seem unethical or improper?** This will enable you to focus on the specific question or issue you are faced with, and the alternatives you may have. Use your judgment and common sense – if something seems unethical or improper, it may be.

**Clarify your responsibility and role.** In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

**Discuss the problem with your immediate supervisor or manager.** This is the basic guidance for nearly all situations. In many cases, your immediate supervisor or manager will be more knowledgeable about the questions, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.

**Seek help from Company resources.** In the rare case in which it may not be appropriate to discuss an issue with your immediate supervisor or manager, or in which you do not feel comfortable approaching your immediate supervisor or manager with your questions, discuss it with the member of management that directly oversees your immediate supervisor or manager or, if that approach is also not appropriate, with the Company's Chief Human Resources Officer.

**Always ask first, act later:** If you are unsure of what to do in any situation, seek guidance before you act.

**You may report ethical violations or concerns confidentially and without fear of retaliation.** As described under *Code Compliance and Enforcement—Reporting Violations of this Code*, —*No Retaliation* and —*Accounting and Auditing Matters and Ethics Hotline*, you may report, in good faith, violations of this Code or other ethical or legal violations or concerns anonymously using the ethics hotline and without fear of retaliation.