

American Woodmark Corporation

Independent Lead Director Charter

As Amended and Restated May 25, 2021

Background: The Board of Directors considers it to be useful and appropriate that, at such times as the Chair of the Board is not independent, a non-employee/independent Director be designated to serve in a lead capacity to coordinate the activities of the other non-employee, independent Directors and to perform such other duties and responsibility as the Board of Directors may determine.

Responsibilities: The specific responsibilities of the Independent Lead Director are to:

1. Preside over and develop agendas of all executive meetings of non-employee Directors and independent Directors and report to the Board, as appropriate, concerning such meetings.
2. Review Board schedules and agendas in collaboration with the Chair and CEO while seeking input from other Board members and recommend matters for the Board to consider and information to be provided to the Board.
3. Work with the Chair and CEO to establish a special purpose team of Directors to serve as advisors during large scale transactions or other large projects as deemed appropriate.
4. Facilitate and encourage direct communications between Directors and the Chair and CEO, while also offering to serve as a “sounding board” for the CEO or other directors when necessary.
5. Serve as the principal liaison for consultation and direct communication between Directors and major shareholders if requested.
6. Advise the Board and Chair concerning the retention of advisors and consultants who report directly to the Board.
7. Preside at meetings of the Board in the absence of, or upon the request of, the Chair.
8. Suggest to the Chair calling for an unscheduled, full Board meeting if, and when appropriate.
9. Assist the Chair and Board in maintaining proper delineation between management and board responsibilities.
10. Provide for onboarding and mentoring of new directors.

Appointment of Independent Lead Director: At such times as the Chair of the Board is not independent, the Chairperson of the Governance Committee shall serve as Independent Lead Director, unless the Board of Directors determines to appoint a different director to serve in such role. At such times as the Chair of the Board is independent, there shall be no Independent Lead Director.

Qualifications of Independent Lead Director: The Independent Lead Director must:

1. Qualify as an independent director under applicable securities laws, rules or regulations, and applicable NASDAQ requirements or guidelines and any other applicable regulatory rules;
2. Be available to work effectively and closely with and in an advisory capacity to the Chair;
3. Be available to discuss effectively with other Directors any concerns about the Board or the Corporation and to relay those concerns, where appropriate, to the Chair of the Board;
4. Be able to foster the chemistry among fellow Directors by creating a collegial environment while optimizing candid and thoughtful Board discussions;
5. Help optimize the effectiveness of the Board and ensure that it operates independently of management; and
6. Be familiar with Board governance best practices and related procedures through experience as an independent Director with the Company or at another corporation or as a Committee Chair or comparable executive-level positions.

Absence of Independent Lead Director: If the Independent Lead Director is not present at any meeting of the Board held at a time when an Independent Lead Director has been appointed pursuant to the above, a majority of the non-employee/independent Directors present shall select a Director to act as Independent Lead Director for the purpose and duration of such meeting.