

# American Woodmark Corporation

## Governance Committee Charter

As Amended February 24, 2017

### ***Organization***

The Board of Directors will appoint, at least annually, a Governance Committee consisting of at least three independent Directors of the Board in good standing, designating one member as Chairperson. Members serve at the pleasure of the Board.

The Board will determine that each member of the Committee meets all applicable independence requirements as defined and to the extent required in applicable NASDAQ listing standards and SEC rules. In addition to satisfying independence standards, members of the Committee will have the necessary experience, in the business judgment of the Board, to effectively address the matters delegated to the Committee.

The Committee will meet as required in order to: fulfill the Committee's primary purpose and duties and responsibilities as outlined below; to remain current on governance matters that affect or may affect the Company; and to maintain a dialogue with the Board regarding the overall functioning of the Board and its Committees. The minutes of each meeting will be recorded and filed with the Corporate Secretary. The Committee will meet regularly in private executive sessions. The Committee will report regularly to the Board of Directors with respect to the fulfillment of its duties and responsibilities as outlined in this Charter.

The Company will provide appropriate funding, as determined by the Committee, for reasonable compensation to any counsel or advisers retained by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### ***Purpose***

The primary purpose of the Committee is to provide guidance and support to the Board of Directors in matters pertaining to the identification, evaluation and recommendation of nominees for Directors, Committee members and Chairpersons; the overall corporate governance of the Company; the practices and procedures used by the Board in the fulfillment of its duties; and the periodic evaluation of the effectiveness of the Board, its Committees, and its individual members.

The Committee is charged with the following responsibilities:

- The identification, evaluation and recommendation of qualified candidates for election or reelection as Directors of the Company.

- Evaluation and recommendation of Directors for membership on the standing Committees of the Board.
- Recommendation of Chairpersons for the standing Committees of the Board.
- Ensuring that the size, composition and practices of the Board and its Committees are structured in a way that best serves the objectives and interests of the Company, the Shareholders, and all primary constituents.
- Ensuring the Company complies with all pertinent corporate governance rules and regulations.

In the performance of its duties, the Committee will consider the character and capacities of the members of the Board, taken not only individually but with consideration of their collective breadth and depth of knowledge and experience. As such, the Committee will seek Directors based on not only their individual qualifications and experience but their contributions to the overall functioning of the Board. The Committee will seek Directors that can represent the balanced and best interests of the Shareholders, employees, customers, vendors and the communities in which the Company owns or operates facilities.

### ***Duties and Responsibilities***

The principal duties and responsibilities of the Committee are as follows:

- The Committee will consider the size and composition of the Board and its Committees with respect to the operating requirements of the Company and to assure that the proper skills and experience are represented on the Board and its Committees.
- The Committee will regularly assess the functioning of the Board and its Committees and make recommendations to the Board as deemed appropriate concerning the structure, composition and functioning of the Board and its Committees. The Committee will periodically review the Board's leadership structure in light of the Company's characteristics and circumstances.
- Prior to the Annual Meeting of Shareholders at which Directors are to be elected, the Committee will recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be qualified, willing and available to serve. In evaluating candidates, the Committee will assess each candidate's character and professional ethics, ability and willingness to commit to the company's CITE principles, judgment, business experience, independence, understanding of the Company's or other related industries, and other factors deemed pertinent in light of the current needs of the Board. In considering candidates to be recommended for election to the Board:
  - Each candidate will be recommended without regard to sex, race, age, religion or national origin, except as is consistent with the American Woodmark Corporation Board of Directors Mandatory Retirement Age Policy.

- Each candidate must be an individual that has consistently demonstrated the highest character and integrity.
  - Each candidate must have demonstrated CITE principles, professional and managerial proficiency, openness to new and unfamiliar experiences and the ability to work in a team environment.
  - Each candidate must be free of any conflicts of interest which would violate applicable law or regulation or interfere with the proper performance of the responsibilities of a Director.
  - Each candidate should possess substantial and significant experience which would be of particular relevance to the Company and the Shareholders in the performance of the duties of a Director.
  - Each candidate must indicate a willingness to commit, and candidates for re-election must have demonstrated a commitment, to the responsibilities of being a Director, including the investment of the time, energy and focus required to carry out the duties of a Director.
- 
- If a vacancy on the Board should occur during the period between each Annual Meeting of Shareholders and the Board decides to fill the vacancy before the next Annual Meeting of Shareholders, the Committee will identify, evaluate and recommend to the Board nominees to be considered for appointment by the Board to fill such vacancy until the next Annual Meeting of Shareholders.
  - The Committee will review and make recommendations to the Board regarding the Board's determination, to be made at least annually, whether Board and Board Committee members meet applicable independence requirements.
  - The Committee will nominate and recommend to the Board candidates consistent with the American Woodmark Corporation Board of Directors Mandatory Retirement Age Policy.
  - The Committee will recommend to the Board candidates for appointment to the Board Committees including recommendations for the Chairperson of each Committee. The recommendation will occur as soon as possible following either the election of the Board by the Shareholders at the Annual Meeting, or the addition of a Director between Annual Meetings.
  - The Committee will develop and adopt a policy and procedure regarding the submission, receipt and consideration of candidates recommended by Shareholders to be presented to Shareholders for election to the Board at the Annual Meeting.
  - The Committee will review, at least annually, the performance of each Director currently serving on the Board and consider the results of the evaluation when determining whether or not to recommend the nomination of such Director for continued service on the Board.

- The Committee will consider whether a change in any Director's employment status results in either a conflict of interest or a diminished capability to serve as a Board member, and make its recommendation to the Board.
- The Committee will oversee the Board in the Board's annual review of its performance, including its composition and organization, and provide appropriate recommendations to enhance Board performance.
- The Committee will perform an evaluation of its performance at least annually to determine whether or not it is functioning effectively. The evaluation will include input from the full Board of Directors and management.
- The Committee will review and approve all related-party transactions and other conflicts of interest involving Directors.
- The Committee will periodically review the Company's written policies regarding related party transactions and conflicts of interest, including the Company's Code of Business Conduct and Ethics and the Company's Code of Ethics for the Chief Executive Officer and Senior Financial Officers.
- The Committee will review and approve the corporate governance disclosures included in the Company's proxy statement for its Annual Meeting of Shareholders.
- The Committee will review and reassess the adequacy of this Charter on an annual basis.

## **American Woodmark Corporation**

### **Board of Directors Mandatory Retirement Age Policy**

American Woodmark Corporation (the “Company”) and the Board of Directors for the Company (the “Board”), hereby implement the following mandatory retirement age policy. The policy, effective immediately, will apply to all directors of the Board who are not employees of the Company.

#### **Mandatory Retirement Age – Seventy-Two (72) Years of Age**

No person shall be nominated by the Governance Committee of the Board (the “Committee”) to serve as a non-employee director of the Company who has attained the age of seventy-two (72) before the first day of the proposed term of office.