

# American Woodmark Corporation

## Independent Lead Director Charter

February 23, 2018

Background: The Board of Directors considers it to be useful and appropriate that 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 Lead Director are:

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 Chairman 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 Chairman 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 Chairman 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 Chairman 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 Chairman.
8. Suggest to the Chairman calling for an unscheduled, full Board meeting if, and when appropriate.
9. Assist the Chairman and Board in maintaining proper delineation between management and board responsibilities.
10. Provide for onboarding and mentoring of new directors.

**Appointment of Lead Director:** The Chairman of the Governance Committee shall serve as the Independent Lead Director, unless determined otherwise by the Board of Directors.

**Qualifications of Lead Director:** The 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 Chairman;
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 Chairman 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 Lead Director:** If the Lead Director is not present at any meeting of the Board, a majority of the non-employee/independent Directors present shall select a Director to act as Lead Director for the purpose and duration of such meeting.