

American Woodmark Corporation

Audit Committee Charter

As Amended May 25, 2017

Organization

The Board of Directors will appoint, at least annually, an Audit 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 (i) each member of the Committee meets all applicable independence and financial literacy requirements as defined and to the extent required in applicable SEC rules and NASDAQ listing standards and (ii) at least one member qualifies as an “audit committee financial expert” as outlined by SEC rules. Members will not serve simultaneously on the audit committee of more than three publicly held companies.

The Committee will meet at least quarterly, and will hold special meetings as circumstances require. The minutes of each meeting will be recorded and filed with the Corporate Secretary. The Committee will meet periodically in separate executive sessions with management, the internal audit staff and the independent auditors, at the initiative of the Committee or its Chair, or at the request of any member. The Committee also will meet regularly in private executive sessions. The Committee will report regularly to the Board of Directors with respect to its activities, including any concerns regarding the Company’s internal controls, financial reporting, financial management, as well as payments to the independent auditors.

The Company will provide for appropriate funding, as determined by the Committee, for payment of: compensation to the independent auditors for their audit and audit-related, review and attest services; compensation to any advisers engaged by the Committee; and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Purpose

The purpose of the Committee is to:

- Provide assistance to the Board of Directors in fulfilling its oversight responsibility to shareholders, relating to the following:
 - i. the integrity of the Company’s financial statements;
 - ii. the Company’s compliance with legal and regulatory requirements;
 - iii. the independent auditors’ qualifications and independence;
 - iv. the performance of the Company’s internal audit function and independent auditors; and

- v. the adequacy and competency of the Company's finance and accounting staff.
- Oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.
- Review and approve the Audit Committee report required to be included in the Company's annual proxy statement.

The Committee will have the authority to retain and compensate independent counsel, accounting experts or other advisors it considers necessary to fulfill the duties and responsibilities as outlined in this Charter or as assigned from time to time by the Board of Directors.

In fulfilling its purpose, it is the responsibility of the Committee to maintain free and open communication between the Committee and the independent auditors, internal auditors and management of the Company.

Duties and Responsibilities

Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for implementing and maintaining internal control over financial reporting.

The independent auditors are responsible for auditing the Company's financial statements including internal control over financial reporting and for reviewing the Company's unaudited interim financial statements.

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

- The Committee will be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Each registered public accounting firm must report directly to the Committee. The Committee will seek to resolve disagreements between management and the independent auditors regarding financial reporting. All material disagreements between management and the independent auditors regarding financial reporting, or any plan or intention on the part of the Committee to replace the independent auditors, will be promptly reported to the Board. The independent auditors will be directly responsible to the Committee.
- At least annually, the Committee will review the performance of the internal audit function including the selection, training, evaluation and compensation of the Internal Audit Director.
- At least annually, the Committee will review a report by the independent auditors describing: (i) the audit firm's internal quality control procedures; (ii) any material issues

raised by the most recent internal quality control review; (iii) any material issues raised by the most recent peer review of the firm; (iv) any material issues raised by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm; and (v) all relationships between the independent auditors and the Company, in order to assess the auditors' independence. The Committee will document such actions as deemed appropriate to address any issues raised by the report.

- After reviewing the foregoing report and the independent auditors' work throughout the year, the Committee will evaluate the auditors' qualifications, performance and independence. Such evaluation should include the review and evaluation of the lead partner and engagement manager of the independent auditors and take into account the opinions of management and the Company's personnel responsible for the internal audit function. The Committee will actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and take, or recommend that the full Board take, appropriate action to oversee the independence of the independent auditors. The Committee will share the results of the evaluation with the Board at least annually.
- The Committee will ensure that the lead audit partner and other audit partners serving the account are rotated as required under independence rules.
- The Committee will approve all audit, audit-related and permissible tax or other non-audit services provided by the independent auditors, prior to any work, and will not engage the independent auditors to perform those tax or other non-audit services prohibited by law or regulation. The Committee may delegate pre-approval authority of tax or other non-audit accounting services to the Chairperson of the Audit Committee. The Chairperson must disclose services approved on behalf of the Committee to the full Committee and the Board at the next scheduled meeting.
- The Committee will discuss, amend as appropriate and approve an annual audit plan for both the internal and independent auditors, including the adequacy of staffing and budget.
- The Committee will regularly review with the independent auditors any audit problems or difficulties encountered during the course of the audit work, including any restrictions on the scope of the independent auditors' activities or access to requested information, and management's response. The Committee should review any accounting adjustments that were noted or proposed by the auditors but not recorded by management; any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement; and any "internal control" letters issued, or proposed to be issued, by the audit firm to the Company.
- The Committee will review with management and the head of internal audit, (i) significant findings on internal audits during the year and management's response,

(ii) any difficulties the internal audit team encountered in the course or their audits, including any restrictions on the scope of their work or access to required information, (iii) any changes required in the scope or schedule of their internal audit, and (iv) the adequacy of the internal auditing budget and staffing.

- The Committee will review the quarterly financial statements, including Management's Discussion and Analysis of Financial Condition and Results of Operations, with management and the independent auditors prior to the filing of the Company's Quarterly Report on Form 10-Q.
- The Committee will review and discuss the annual audited financial statements, including Management's Discussion and Analysis of Financial Condition and Results of Operations, with management and the independent auditors prior to the filing of the Company's Annual Report on Form 10-K or the annual report to shareholders if distributed prior to the filing of Form 10-K. The Committee's review of the financial statements will include: (i) major issues regarding accounting principles and financial statement presentations; (ii) significant changes in the Company's selection or application of accounting principles; (iii) major issues as to the adequacy of the Company's internal controls; and (iv) significant judgments made in connection with the preparation of the financial statements. As part of the review, the Committee will consider both the quality of accounting judgments and the clarity of disclosures in the financial statements. The Committee will discuss the results of the annual audit and any other matters required under professional standards to be communicated to the Committee by the independent auditors.
- The Committee will review a report from the independent auditors, prior to the filing of the Company's Annual Report on Form 10-K, or the annual report to shareholders if distributed prior to the filing of Form 10-K, on (i) all critical accounting policies and practices of the Company; (ii) all alternative treatments of material financial information under generally accepted accounting principles that have been discussed with management, including the treatment preferred by the independent auditors; and (iii) other material written communications between the independent auditors and management.
- The Committee will recommend to the Board whether the Company's audited financial statements should be included in the Company's Annual Report on Form 10-K
- The Committee will review all related party transactions and ensure proper disclosure of all such transactions as required under applicable SEC rules.
- The Committee will review an annual questionnaire completed by all officers and directors, as well as employees who exercise substantial discretionary authority in the performance of their duties, describing any potential conflicts of interest and certifying their compliance with the Company's policies.
- The Committee will review officer expenses and perquisites, including the use of corporate assets, on a periodic basis.

- The Committee will discuss with management, the internal auditors, and the independent auditors the adequacy and effectiveness of internal control over financial reporting, including any significant deficiencies or material weaknesses identified by management of the Company in connection with its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act. In addition, the Committee will discuss with management, the internal auditors, and the independent auditors any significant changes in internal control over financial reporting that are disclosed, or considered for disclosure, in the Company's periodic filings with the SEC.
- The Committee will review the Company's systems regarding compliance with respect to legal and regulatory requirements and with the Company's code of conduct.
- The Committee will discuss the Company's policies with respect to risk management, including the risk of fraud, and will review actions implemented by management to monitor and control such exposures.
- The Committee also shall discuss the Company's major financial risk exposures, such as IT security risks, and the steps management has taken to monitor and control such exposures.
- The Committee will oversee the Company's management of its risks pertaining to internal controls, adherence to generally accepted accounting principles and financial reporting.
- The Committee will establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (ii) confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Committee will review and regularly provide the Board with a summary of all communications received and the actions taken or recommended to be taken if an action requires approval of the full Board as a result of such communications.
- The Committee must approve any employment offer to employees or former employees of the independent auditors that have participated in or held oversight responsibility for any audit or non-audit work related to the Company.
- The Committee will perform an evaluation of its performance at least annually to determine whether or not it is functioning effectively, and whether its performance can be improved. The evaluation will include input from the full Board of Directors, management, the internal audit staff and the independent auditors.
- The Committee will review and reassess the adequacy of this Charter on an annual basis.