



CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of La-Z-Boy Incorporated (the “Company”) has adopted these guidelines, effective February 26, 2020, to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its shareholders.

ROLE OF THE BOARD OF DIRECTORS

The Board oversees and provides policy guidance on the business and affairs of the Company. It monitors overall corporate performance, the integrity of the Company’s financial controls, and the effectiveness of its legal compliance programs. The Board oversees management and plans for the succession of key executives. The Board oversees the Company’s strategic and business planning process. This is generally accomplished by a year-round process culminating in an in-depth review by the Board of the Company’s updated corporate strategic plan and the principal risks and opportunities the Company expects to face in the future. Subsequently, the Board reviews the Company’s business and operating plan, annual capital expenditure plan, and related key financial and supplemental objectives.

DIRECTOR RESPONSIBILITIES

The directors’ basic responsibility is to exercise their business judgment consistent with the best interests of the Company and its shareholders, conducting themselves in accordance with their duties of care and loyalty. The Company expects directors to spend the time needed to understand the Company’s business and to carry out their responsibilities as directors, including meeting as frequently as necessary to properly discharge those responsibilities, attending the Company’s annual meeting, attending substantially all of the meetings of the Board and the committees on which they serve, and reviewing in advance all materials for those meetings.

DIRECTOR INDEPENDENCE

The Company requires that a substantial majority of the Board be independent directors, as defined by the listing standards of the New York Stock Exchange (NYSE). To reach a determination that a director is “independent” under the NYSE listing standards, the Board must affirmatively determine that the director, in addition to satisfying other requirements of the NYSE listing standards relating to independent directors, has no direct or indirect material relationship with the Company. To assist the Board in making this determination, the Board has adopted the following standards (for which “Company” means La-Z-Boy Incorporated or its subsidiaries):

A director will not be independent if:

- the director is, or was within the last three years, an employee of the Company, or an immediate family member of such director is, or was within the last three years, an executive officer of the Company;
- the director or an immediate family member is a current partner of a firm that is the Company's internal or external auditor; the director is a current employee of such a firm; the director has an immediate family member who is a current employee of such a firm and who personally works on the Company's audit; or the director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time;
- the director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's executive officers at the same time serves or served on the compensation committee of such other company;
- the director has received, or an immediate family member has received, during any 12-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided the compensation is not contingent in any way on continued service);
- the director is a current employee, or an immediate family member is a current executive officer, of an entity that has made payments to or received payments (other than contributions to a tax-exempt organization or charity) from the Company for property or services in an amount that, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of the other entity's consolidated gross revenues.

The following categorical standards identify relationships that a director may have with the Company that will *not* be considered material:

- if any family member of a director is or was employed by the Company in a non-executive capacity and the family member's compensation has not exceeded \$120,000 in any one fiscal year;
- if any family member of a director is a current employee (but not a partner) of the Company's internal or external auditor and such family member does not personally work on the Company's audit; or the family member was within the last three years (but is no longer) a partner or employee of such a firm and did not personally work on the Company's audit within that time;
- if a director is an executive officer, director, or shareholder of another company that does business with the Company and the annual revenues derived from that business are less than 1% of either company's total consolidated gross revenues;
- if a director is an executive officer, director, or shareholder of another company that is indebted to the Company, or to which the Company is indebted, and the total amount of either company's indebtedness to the other is less than 1% of the total consolidated

assets of each company; or if the director is an executive officer, director, or shareholder of a bank or other financial institution (or its holding company) that extends credit to the Company on normal commercial terms and the total amount of our indebtedness to the bank or other financial institution is less than 3% of the Company's total consolidated assets;

- if a director is an executive officer or director of another company in which the Company owns common stock, and the amount of the Company's common stock interest is less than 5% of the total shareholders' equity of the other company;
- if a director is a director, officer, or trustee of a charitable organization, the Company's annual charitable contributions to the organization (exclusive of gift-match payments) are less than 1% of the organization's total annual charitable receipts, all of the Company's contributions to the organization were approved through the Company's normal approval process, and no contribution was made "on behalf of" any of the Company's officers or directors; or if a director is a director of the La-Z-Boy Foundation;
- if a director is a member of, employed by, or of counsel to a law firm or investment banking firm that performs services for the Company, payments made by the Company to the firm during a fiscal year do not exceed 1% of the firm's gross revenues for the fiscal year, and the director's relationship with the firm is such that his or her compensation is not linked directly or indirectly to the amount of payments the firm receives from the Company.

MAJORITY VOTE STANDARD FOR DIRECTOR ELECTIONS

Any nominee for director who, in an uncontested election, fails to receive a majority of the votes cast must, promptly following certification of the vote, deliver his or her resignation to the Board for its consideration. An election will be treated as contested when there are more nominees than positions to be filled.

Within 90 days following certification of the shareholder vote, the Board, excluding the director in question, will decide whether to accept the offered resignation, and the Company will promptly disclose the Board's decision in a document filed with the SEC.

DIRECTOR QUALIFICATIONS

Directors should have the highest professional and personal ethical values and act at all times in accordance with the Company's Code of Business Conduct. Directors should be committed to enhancing shareholder value and considering the impact that their decisions may have on all Company stakeholders. Director candidates are selected for, among other things, their integrity, independence, leadership, substantial accomplishments, ethical reputation, ability to make the appropriate time commitment to the Board, and ability to exercise sound judgment and provide insightful counsel to management. The Board believes that diversity helps to create a high-functioning board. Therefore, when selecting highly-qualified candidates to serve as directors, the Board considers a wide range of characteristics, including gender, race, ethnicity, culture, experience, expertise, skills and background.

Directors who also serve as chief executive officers (or in equivalent positions) of public companies should not serve on more than two boards of public companies in addition to the Company's Board, and other directors should not serve on more than four boards of public companies in addition to the Company's Board; provided, that directors serving on the Company's Audit Committee shall not serve on more than two audit committees of public companies in addition to the Company's Audit Committee unless approved by the Nominating and Governance Committee.

SELECTION PROCESS, BOARD SIZE AND COMMITTEES

Directors are elected each year by the shareholders at the Company's annual meeting of shareholders. If a vacancy occurs between annual meetings, the Board may elect a director to serve until the next annual meeting of shareholders. Shareholders may recommend a nominee by following the procedures set forth in the Company's bylaws. All recommendations are brought to the attention of the Nominating and Governance Committee.

The Board, on the recommendation of the Nominating and Governance Committee, nominates candidates for election to the Board. In selecting candidates for election to the Board, the Nominating and Governance Committee considers all aspects of each candidate's qualifications and skills in the context of the needs of the Company at that time.

The bylaws provide that the number of directors may range from eight to fourteen and is established by Board resolution. The Board's size is assessed at least annually by the Nominating and Governance Committee, and changes are recommended to the Board when appropriate. The Board has the power to amend the bylaws, including to increase or decrease the size of the Board.

The Board has three standing committees: Audit, Nominating and Governance, and Compensation. Each of the standing committees (i) has a charter that outlines the scope of its authority and responsibilities and (ii) is comprised solely of independent directors as defined by the NYSE. Each committee chair determines the agenda, frequency, and length of the committee meetings. The Board may establish additional committees as they deem necessary or appropriate.

ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

Directors are encouraged and provided access to talk directly to any member of management regarding any questions or concerns the director may have. In addition, senior members of management regularly present to the Board and participate in Board discussions on matters within their spheres of responsibility.

The Board and each of its committees have the authority at any time to retain independent financial, legal, or other advisors.

DIRECTOR RETIREMENT POLICY

Directors normally will not stand for re-election after reaching age 73. The Board, however, reserves the right to nominate candidates age 73 or older when the Board determines that it is the best interests of the Company and its shareholders to do so.

ROLE OF THE LEAD DIRECTOR

If the Board determines that the Chairman is not independent under the standards established within these guidelines, the directors will elect a Lead Director from among the independent directors. The Lead Director will have the responsibilities set forth in the Lead Director Charter adopted by the Board.

EXECUTIVE SESSIONS

Non-employee directors meet in executive session at most regularly scheduled Board meetings and no less than four times annually. The sessions are chaired by the Lead Director, or in his or her absence, the chairperson of the Nominating and Governance Committee. Any non-employee director can request that an executive session be scheduled or place an item on the agenda. During these executive sessions, the non-employee directors shall have access to members of management and other guests as they may determine.

SUCCESSION PLANNING

Annually, the Board receives and reviews a report on the planning for succession in all senior management positions, including identification of qualified candidates and development plans to strengthen their skills and qualifications.

DIRECTOR ORIENTATION AND EDUCATION

The Company provides new directors with orientation to the Company, its history, products, and organization. Periodically, outside legal counsel meets with the Board to discuss matters of regulation and Board responsibilities and duties. The Company provides membership in the National Association of Corporate Directors (NACD) for all directors and encourages them to participate in director education programs, for which expenses are reimbursed. Furniture industry trade publications are provided to directors. Normally, at least one Board meeting per year will be held at a Company location away from its corporate headquarters. Directors are encouraged to occasionally visit either the spring or fall International Home Furnishing Market in High Point, North Carolina, where most of the Company's product units maintain showrooms and introduce new products to their customers. Random visits to the Company's sales locations by directors are also encouraged.

EVALUATION OF BOARD, COMMITTEE AND DIRECTOR PERFORMANCE

Each year, the Board, each Board committee and each director conduct a self-evaluation as part of an evaluation process administered by the Nominating and Governance Committee. The committee has in the past retained consultants to assist in this process, and may do so in the future.

CHIEF EXECUTIVE OFFICER PERFORMANCE REVIEW

The Board annually reviews the performance of the Company's chief executive officer ("CEO") and may retain consultants to assist in the process. The Lead Director and non-employee directors meet in executive session with the CEO to review and discuss the CEO's performance.

DIRECTOR COMPENSATION AND STOCK OWNERSHIP REQUIREMENTS

The Company seeks to provide non-employee directors with compensation that is competitive and includes a significant equity element, thus linking their compensation to long-term shareholder returns. The Company does not have a retirement plan for non-employee directors. The Company does not pay employee directors additional compensation for their services as directors. The Compensation Committee periodically reviews non-employee director compensation and recommends changes as appropriate to the Board to ensure that the total director compensation remains competitive and appropriate.

Non-employee directors are required, within five years of joining the Board, to establish and maintain an investment in La-Z-Boy equity (including deferred or restricted stock units) at least equal in value to five times the standard annual cash retainer for non-employee directors. The CEO is currently required to maintain an investment in La-Z-Boy equity (including deferred or restricted stock units) at least equal in value to five times his or her base salary.

BOARD AGENDA AND MEETINGS

The Chairman coordinates with the CEO (when the positions are separate), the Lead Director, and the chairpersons of the standing committees, to set the schedule, time, principal subject matters to be addressed, and length for Board meetings. The regular schedule is circulated to the directors at least a full year in advance of meetings to facilitate their scheduling and to work around any pending schedule conflicts. Committee chairpersons schedule their meetings in coordination with the Chairman. Any director can request that a subject be added to a meeting agenda. In addition to the five or more regularly scheduled meetings, non-scheduled meetings can be called upon proper notice in accordance with the bylaws at any time to address specific subjects. The annual meeting of shareholders is scheduled in conjunction with one of the regularly scheduled Board meetings.

The Chairman collaborates with the CEO (when the positions are separate), the Lead Director, and committee chairpersons to establish the agenda for each Board meeting, taking into account input and suggestions from other members of the Board and management. The directors also provide input for additional pre-meeting materials. They may make suggestions for the agenda to the Chairman or any committee chairperson at any time. The agendas for Board meetings provide opportunities for the operating heads of the major businesses of the Company and other senior executives to make presentations to the Board.

CODE OF BUSINESS CONDUCT & REPORTING OF CONCERNS

The Board expects all of the Company's directors and officers to comply with the highest standard of ethics in all matters respecting the Company's affairs. To further this compliance, the Board has adopted the Company's Code of Business Conduct (the "Code"), which applies to all Company employees and directors.

The Audit Committee periodically reviews the system for assuring compliance with the Code and has procedures in place to receive, retain, and address complaints regarding accounting, internal accounting controls, or auditing matters. A toll free number connected with an impartial third party is available to all employees to report, in confidence, any suspected financial irregularity or violation of the Code. The Audit Committee receives regular reports from the Company's chief compliance officer on the nature and processing of reported instances of suspected violations. Upon receiving a report of a potentially serious violation of the Code, the organization operating the call-in service has the authority to directly contact the Company's chief compliance officer, who reports such matters to the Audit Committee.

REVIEW OF GUIDELINES AND DISCLOSURE OF GOVERNANCE POLICIES

The Nominating and Corporate Governance Committee will, from time to time as it deems appropriate, review these guidelines and recommend any proposed changes to the Board for approval.

The Company posts on its website copies of the current version of these guidelines, the Company's Code of Business Conduct, the committee charters, and the Lead Director Charter.

These guidelines were last amended by the Board effective February 26, 2020.