



Living By Our Values

CODE OF CONDUCT

A Message From Our CEO

At La-Z-Boy Incorporated, our core values of ethics, honesty and integrity are the foundation of everything we do. Our founders held these principles in high regard when they established the company in 1927. Today these same ideals guide us in everything we do.

For almost 100 years, each employee has contributed to our reputation as an ethical and responsible company, and it is our responsibility to uphold and preserve that reputation. Ensuring we always do the right thing enables us to maintain the trust of our colleagues,

consumers, suppliers, the communities in which we operate and all other stakeholders. That commitment is an integral part of our company culture and operating philosophy, allowing us to build something amazing in a myriad of ways every day.

We expect the best from everyone in the organization, and you should always act with the highest ethical standards. The best way to live up to these standards is to read this Code of Conduct, follow it in everything you do and reach out if you have any questions. We all must

do our part to put our values into action, and that includes speaking up when you believe others may be doing something wrong. Anyone who reports a genuine concern is protected by our zero-tolerance policy for retaliation—something we consider to be paramount to creating a respectful and safe workplace.

Let's continue our commitment to maintaining the ethical workplace we value—one that is essential to our shared success.

Melinda D. Wittington

Board Chair, President and Chief Executive Officer



A MESSAGE FROM OUR BOARD CHAIR, PRESIDENT
AND CHIEF EXECUTIVE OFFICER

*Let's continue our commitment
to maintaining the ethical
workplace we all enjoy today and
that is so critical to our success.*

How We Do It

La-Z-boy[®]

INCORPORATED

OUR TEAM*



*When we use the term La-Z-Boy Incorporated in this document that term includes all of our La-Z-Boy family including our subsidiaries and affiliated companies, for example, LZB Retail, Inc., LZB Manufacturing Inc., England and Joybird.

Table of Contents

A Message from Our Board Chair, President and Chief Executive Officer 2

Introduction to Our Code of Conduct and Your Role 8

Seeking Help 10

Investigations 11

No Retaliation 11

Respect and Safety: Our Commitment to Each Other 12

Mutual Respect 13

Workplace Safety and Privacy 14

Quality: Our Commitment to Our Consumers 16

Product Quality 17

Service Quality 18

Customer Privacy 19



**Partnership: Our
Commitment to Our
Communities** 20

- Environmental Sustainability 21
 - Human Rights 22
 - Bribery and Corruption 23
 - Fair Competition 25
-

**Integrity: Our Commitment
to La-Z-Boy Incorporated** 26

- Conflicts of Interest 27
 - La-Z-Boy Incorporated Assets 30
 - Record-keeping 31
 - Responsible and Transparent
Communications 32
 - Confidentiality and
Insider Trading 33
-

Waiver 35



Introduction to Our Code of Conduct and Your Role

LA-Z-BOY INCORPORATED ENRICHES PEOPLE'S LIVES BY TRANSFORMING HOUSES INTO HOMES

CODE OF CONDUCT

Introduction To Our Code And Your Role

At La-Z-Boy Incorporated our Code of Conduct is more than just a list of do's and don'ts — our Code describes who we want to be as a company. It lays out key behaviors we want to encourage, and some we won't permit. Please read our Code carefully, so that you can help us be our best!

We're committed to:



ACTING WITH INTEGRITY

We behave honestly, ethically, and lawfully. If something seems wrong, we **Speak Up**.



TREATING OTHERS WITH RESPECT

We know our workplace runs best when we help each other work as a team and treat each other respectfully and courteously.



WORKING SAFELY

We keep ourselves and our co-workers safe.



BUILDING QUALITY

We make furniture and deliver services of the highest quality.



BEING GOOD PARTNERS

We treat our partners and communities fairly.

We Live
By These
Values

CODE OF CONDUCT

Introduction To Our Code And Your Role

The rest of this Code of Conduct gives you more details on each of these commitments. Read on and reach out if you need help.

Of course, our Code can't address every possible scenario, but you can review additional written policies that go into more detail about specific conduct and compliance issues on LZB Connect. Be sure to read and follow all policies that apply to your work and please talk to your supervisor or reach out to compliance.training@la-z-boy.com if you have any questions.

Finally, everyone working at La-Z-Boy Incorporated including our subsidiaries, contractors, and even our Board of Directors, must follow our Code. This is so important to us that if you violate our Code, policies, or the law, you face disciplinary action, up to and including termination.

Seeking Help

Speak Up if you think something may be wrong. If you think we are making a mistake or someone may be violating our Code, please **Speak Up** so that we can fix it!

- If you're comfortable doing so, start by talking to your **supervisor** — especially if the issue relates to your day-to-day work.
- If you're not comfortable talking to your direct supervisor, you can always **speak to a Senior Leader, Human Resources or the Corporate Compliance Team**.
- You can also contact the **Ethics Hotline**. Reports made to the hotline go directly to the Corporate Compliance team at Headquarters and can be made confidentially without providing your name, if that's what you prefer, although the more detail you provide, the more thorough our investigation.

Hotline: 1-866-480-6136 or <https://la-z-boy.ethicspoint.com>

Does “Employee” Include Me?

Throughout this document, when we use the term “employee,” we mean everyone that works for us. So even if you're an independent contractor, temporary employee working for us through an agency, or work at one of our subsidiaries, everything in this Code applies to you.

Investigations

La-Z-Boy Incorporated takes all reports seriously and investigates every report. As part of its investigation, the Company attempts to hear from all sides before reaching a conclusion. Anyone making a report should know that for confidentiality reasons, the Company may not be able to share all of the details of an investigation when we're done, but we are committed to conducting fair investigations, addressing all issues and we will let you know when our investigation has concluded.

No Retaliation

Because we need all employees to **Speak Up**, ask questions, and report concerns, we do not tolerate retaliation. At the same time, we expect employees to not knowingly make false accusations or reports. Those who do will face discipline.

OUR LEADERS MUST:

- Ensure that employees understand our Code
- Model and enforce the behavior described in this Code of Conduct and La-Z-Boy Incorporated, policies
- Avoid even the appearance of a conflict of interest without prior written approval
- Maintain an open-door policy and encourage questions and reporting
- Regularly encourage discussion of compliance and ethics topics
- Report serious issues (such as potential fraud, or other illegal behavior) to the Corporate Compliance team for investigation
- Share confidential information only on a “need-to-know” basis
- Keep reports confidential and ensure that there is NO retaliation



SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

- Q** After experiencing harassment from a coworker, you report the incident to Corporate Compliance. A few days later, your supervisor pulls you aside to tell you that you should have just reported the incident to him, instead of “getting Corporate involved.” He seems mad, and you’re worried that he might treat you differently now. What should you do?
- A** You should report your supervisor’s comments to Corporate Compliance, because it could be seen as intimidation or retaliation, and that’s not okay. No one should discourage you from reporting a concern.

Respect and Safety

OUR COMMITMENT TO EACH OTHER

CODE OF CONDUCT

Respect And Safety: Our Commitment To Each Other

Mutual Respect

We're a team, and we act like one. We collaborate and help each other succeed, we treat everyone with respect, and we do not let anyone intimidate, demean, harass, or discriminate against our fellow employees.

WE:

- **DO** treat others with respect, consideration, and kindness
- **DO** consider how our actions might affect our team and the company
- **DO** Speak Up if we see anyone being mistreated

WE:

- **DON'T** discriminate based on protected characteristics, such as race, religion, pregnancy, sexual orientation, gender identity or expression, national origin, age, or disability
- **DON'T** engage in harassing behavior, such as offensive comments, whether or not based on a protected characteristic, obscene gestures, bullying, or unwanted touching
- **DON'T** ignore bad behavior — report it

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We get our best results when everyone feels comfortable and can contribute to our success!

- Q** In the break room, one of your co-workers is telling a dirty joke that seems to be making another co-worker uncomfortable. What should you do?
A You could try to assist by intervening. This means interrupting the conversation to change the subject or asking the joke-teller to stop. If you are worried about the consequences of intervening, you can tell Human Resources, a supervisor or make a report on the Ethics Hotline.
- Q** Your supervisor interviewed a candidate for a warehouse position but says she decided not to hire him because he “sounded too feminine for heavy lifting.” You can't tell if she's joking or not. Should you say something?
A Yes. Refusing to hire someone based on gender or gender-based stereotypes is just wrong — and it's against our policy and the law. Even if your supervisor was joking, the joke is inappropriate, and therefore against La-Z-Boy Incorporated policy.
- Q** You've noticed that your manager often hugs one of your co-workers in a way that you think is inappropriate. It's been going on for some time now, so you guess your co-worker must be fine with it. Should you do anything about it?
A Please don't assume that your co-worker is okay with the behavior — they may be thinking they can't Speak Up. You should Speak Up by asking your co-worker if they feel uncomfortable or by reporting the behavior. We don't want to let bad behaviors continue!

CODE OF CONDUCT

Respect And Safety: Our Commitment To Each Other

Workplace Safety And Privacy

Our physical safety and security are job one. A safe and healthy workplace allows us to focus on our goals and consumers.

In addition to physical safety and security, La-Z-Boy Incorporated is also committed to keeping our employees' personal information private and secure.

WE:

- **DO** follow all safety, health, and environmental laws, regulations and policies
- **DO** look out for hazards and **Speak Up** if we see something unsafe or someone ignoring, or a leader not enforcing, safety rules
- **DO** stay alert and attentive while on the job
- **DO** follow all policies and procedures to keep personal employee data confidential — whether you're accessing, collecting, storing, transmitting, destroying, or otherwise using employee data

WE:

- **DON'T** ignore any potential safety issues
- **DON'T** make threats or intimidate others
- **DON'T** possess weapons in our buildings or in company vehicles
- **DON'T** work while impaired by drugs or alcohol or bring alcohol or drugs into our premises or work vehicles
- **DON'T** share employee or company data with anyone, inside or outside La-Z-Boy Incorporated, without proper authorization

HELP KEEP OUR WORKPLACE SAFE AND LOOK FOR SIGNS OF DISTRESS...

- Does someone seem confused, disoriented, or impaired on the job?
- Are you concerned about a drug or alcohol issue?
- Has someone made threats or behaved violently?
- Do you or does someone else feel unsafe or threatened?

Seek help and report concerns immediately to a supervisor, Human Resources, or our Ethics Hotline. La-Z-Boy Incorporated also offers an Employee Assistance Program designed to help employees who may be struggling with drug or alcohol addiction, domestic violence, mental health issues, and other concerning situations.

CODE OF CONDUCT

Respect And Safety: Our Commitment To Each Other

SPEAK UP. ASK QUESTIONS. REPORT ANY CONCERNS.

We all have a duty to speak up when we have concerns about the safety or security of our shared workplace.

- Q** You notice that a co-worker is operating a machine without the required safety equipment. You know from experience that the safety equipment can make the job go more slowly. What should you do?
 - A** Safety always comes first. You should immediately remind your co-worker about the proper procedure and then report the issue to your supervisor. Perhaps your team can work together to come up with a solution to operating the machine safely and efficiently. **If you can't, safety takes precedence over efficiency.**
-
- Q** You are asked to do some file cleanup, and you find records of employee medical information from the onsite clinic. Can you toss these files in the garbage?
 - A** No. We shred material with sensitive employee data or use a locked confidential scrap bin.



Quality

OUR COMMITMENT TO OUR CONSUMERS

CODE OF CONDUCT

Quality: Our Commitment To Our Consumers

Product Quality

We will only deliver products that live up to the La-Z-Boy name! We make great furniture that's comfortable, safe, and reliable and that exceeds customer expectations. The only way we can do that is if every one of us is committed to quality work.

WE:

- **DO** follow all quality and safety policies and procedures
- **DO** participate in training to learn methods and consistently improve quality
- **DO** suggest new ideas and seek to improve our products

WE:

- **DON'T** sacrifice safety or quality for any reason
- **DON'T** ignore regulations or standards that govern our products

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We never let products go to market that might have quality issues. Speak Up if you have a question or concern about the quality or safety of any product or process!

- Ⓚ You notice that a production teammate isn't following all the appropriate steps for upholstering. She tells you that the designated procedure is "overkill" and that her way saves time. What should you do?
- ⓐ Report the incident to your immediate supervisor. Following procedure — even when it seems inconvenient — can be absolutely critical to the safety and quality of our products. If appropriate, the production team can work together with Company experts to see if there is a more efficient way to proceed without sacrificing quality or safety.



CODE OF CONDUCT

Quality: Our Commitment To Our Consumers

Service Quality

All La-Z-Boy ads and marketing materials tell the truth about our offers and our products. Honesty allows us to maintain the trust we've built with our consumers over nearly 100 years in business. We treat our customers with respect and maintain a warm, welcoming, and safe environment at our facilities.

WE:

- **DO** ensure that advertising materials are truthful and that any claims we make can be substantiated
- **DO** deal honestly and respectfully with our consumers and follow through on our commitments to them
- **DO** take consumer concerns and complaints seriously and address them promptly

WE:

- **DON'T** misstate, exaggerate, or mislead in our advertising or product claims
- **DON'T** say "anything necessary" in order to close a deal — we only tell the truth
- **DON'T** ignore quality, safety, or consumer concerns

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We all have a duty to Speak Up if we have questions or concerns about customer experience.

Q You overhear your co-worker at a retail store talking to a customer about a product warranty. The information he's giving them sounds great... but it's not completely correct. The customer seems really interested. What should you do?

A You should take your co-worker aside and make sure they correct the error with the customer before any purchase, even if it means the purchase doesn't happen. Our reputation is built on honesty.



Q You see one of our online advertisements and notice that the product photo doesn't match up with the description — the photo is of a more expensive product than the one described. Since the advertisement is already up, should you do anything?

A Yes. You should report the issue to management so that it can be corrected as soon as possible. We all have a role in making sure that our advertising and marketing materials are accurate.

CODE OF CONDUCT

Quality: Our Commitment To Our Consumers

Consumer Privacy

We respect our consumers' privacy, we're committed to keeping their data secure and protected from loss, and we all have a duty to Speak Up if we believe there might be misuse. Private consumer data includes:

- **Name, address, phone number and e-mail**
- **Credit card or banking Information**
- **Photos or drawings of the consumer's home**
- **Consumer's plans for future purchases**
- **Any other identifying information**

WE:

- **DO** follow all policies, procedures, and laws when accessing, collecting, storing, transmitting, destroying, or otherwise using consumer data

WE:

- **DON'T** share consumer data with anyone, inside or outside La-Z-Boy Incorporated, without proper authorization

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We all have a duty to Speak Up if we believe a consumer's personal information or privacy may have been breached or is in danger of being compromised, so make sure to ask if you have any questions.

- Q Your co-worker overhears one of your customers tell you that he's a photographer, and asks you if she can access the customer's personal email from their purchase so she can get in touch to possibly hire him, rather than searching for his business information online. Is this okay?
- A No. You shouldn't access or use consumer data unless there is an authorized business reason.
-
- Q My customer made a purchase and said they will be back in a few weeks to add additional pieces. For the convenience of the customer, can I save their credit card information so I don't need to bother them when they make additional purchases?
- A No. We do not save any customer credit card information.



Partnership

OUR COMMITMENT TO OUR COMMUNITIES

Environmental Sustainability

At La-Z-Boy Incorporated we are responsible stewards of our shared environment. We preserve and protect our resources and minimize our environmental impact.

WE:

- **DO** recycle, reduce waste, and maximize energy efficiency
- **DO** consider environmental protections and sustainability when making our business decisions

WE:

- **DON'T** sacrifice sustainable practices for short-term business goals
- **DON'T** ignore our environmental policies and procedures, or any applicable laws or regulations

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We all have a duty to Speak Up if we have questions about sustainability or the environment.

Q You notice a co-worker dumping some solvent in the parking lot. When you ask him about it, he says that the disposal area is full, and the solvent will evaporate so it's no big deal. Should you report this to management?

A Definitely. We do not violate environmental policies, procedures, regulations, or laws simply because it's expedient.

Q You overhear one of our vendors picking up scrap for recycling, and he says everything that gets picked up goes right to the same city dump. Should you mind your own business, or say something to management?

A You should Speak Up and let your management know what you heard — the vendor's employee may be wrong, but if the Company is paying for recycling and not getting that service, we need to know. Just because it is a vendor rather than our own employee, don't ignore the possibility that a violation is occurring.

Q You have an idea for generating less waste in our break area. It's just a small idea, but you think it might work. Should you say something?

A Yes — we appreciate everyone sharing ideas to reduce waste!



Human Rights

We believe in treating all people with respect and dignity, and we demand that our partners do the same. All La-Z-Boy Incorporated partners and suppliers must provide working conditions that are fair, non-discriminatory, and safe.

WE:

- **DO** expect our partners, including suppliers, to uphold these principles as well
- **DO** follow all applicable labor regulations and laws

WE:

- **DON'T** tolerate any form of harassment, bullying, or discrimination
- **DON'T** allow or tolerate any form of forced labor, slavery, human trafficking, or child labor

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We all have a duty to Speak Up to our management team, Human Resources or Corporate Compliance if we have concerns about human rights.

- ① **Q** You visit a supplier's warehouse on an overseas business trip and notice that some of the workers appear to be very young. You're not sure what the minimum age requirement is for employees, and the facility is not operated by La-Z-Boy Incorporated. What should you do?
- ② **A** Even if you're not sure that the supplier is doing anything wrong, you should still report your concern to your supervisor, another leader or to the Ethics hotline. The correct department will then be able to verify that the supplier is abiding by the Supplier Code of Conduct and the law.



Bribery and Corruption

We don't offer or accept bribes, and we do not abuse our power or position within the Company for personal gain. We must be careful when working with government officials (including employees of government-owned businesses) not to provide any excessive gifts, favors, or other benefits that could be interpreted as a bribe.

WE:

- **DO** follow our **Anti-Bribery and Corruption Policy** and all applicable laws
- **DO** maintain appropriate relationships with government officials and commercial partners

WE:

- **DON'T** work with partners, contractors, or other third parties who would offer bribes on our behalf
- **DON'T** provide anything of value to a government official for their personal use except at fair market value
- **DON'T** provide cash equivalents (such as gift cards), gifts, non-business-related travel, entertainment, favors, donations, or other benefits that could be interpreted as a bribe, even if it's local practice or "custom" to do so

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We all have a duty to Speak Up if we have questions about bribery or corruption.

- Q** You are working with the purchasing lead for a foreign government who is looking to buy furniture for employee lounge areas. She requests that La-Z-Boy Incorporated fly her and her family to Michigan to discuss the details of the proposal in person. Is this okay?
- A** Probably not. While it may be okay for a government official to visit our facility, we generally wouldn't pay for travel for their family members. Even paying for the government official's flight might be questionable. This is a sticky area, so always ask for guidance from your supervisor or Corporate Compliance. Bottom line: we can't provide anything of value that could improperly influence a government official.

- Q** An official from the local labor department is visiting one of our facilities for an inspection. You've been informed that it's customary to offer local officials cash payments in order to expedite inspection paperwork. Should you do it?

- A** No. If any foreign government official — whether a local inspector, customs officer, or politician — asks for money in order to do their job, you should immediately contact your supervisor and Corporate Compliance.





“Anything of value” means just that – anything that has value to the recipient whether or not you think it has any value.

Fair Competition

We believe in free and fair competition, so we never make improper deals with our competitors that could harm consumers **or our employees**. Our communities, partners, and suppliers rely on La-Z-Boy Incorporated to act ethically in all of our dealings.

That means we are thoughtful when interacting with competitors, so that we never discuss our prices, wages or key competitive strategies.

Competition law can be complex, so if you have any conversations, proposals, or agreements with competitors, or otherwise have any questions, contact your supervisor or the Corporate Compliance department immediately.

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We all have a duty to Speak Up if we have questions about fair competition.

- Q While attending a trade show, an acquaintance (who happens to work for a competitor) approaches you and asks to talk about marketing plans for the coming year. She'd like to know about direct mail efforts, and you'd love to know more about their social media strategy. Is this okay?
- A No. Discussing marketing strategies with a direct competitor may be a violation of our policy regarding proprietary information and could be viewed as a violation of the law. You should decline and report the incident to your supervisor or one of the reporting **resources listed in our Code**.



Integrity

OUR COMMITMENT TO LA-Z-BOY INCORPORATED

CODE OF CONDUCT

Integrity: Our Commitment To La-Z-Boy Incorporated

Conflicts of Interest

We work to advance the best interests of La-Z-Boy Incorporated and we avoid situations where we might have a conflict between what's best for La-Z-Boy Incorporated and what's best for ourselves, our family or friends. We are honest and transparent about who we know and how we know them, because we understand that even the appearance of a conflict of interest can hurt the Company.

Furthermore, we don't want you to feel conflicted — putting you in a position to have to choose between doing a favor for someone close to you, such as a family member or romantic partner, or a former employer or leader, versus handling business for the Company. So, we need you to be transparent and remove yourself from decisions where you might feel that conflict. That doesn't mean that La-Z-Boy Incorporated will never do business with a family member or friend, but does mean that someone without a personal relationship will decide whether your friend or relative is the right business choice for La-Z-Boy Incorporated.

We also don't want you to feel like you owe something to a supplier that wants to do business with La-Z-Boy Incorporated. For this reason we don't want you accepting gifts or favors from them that might make you feel like you "owe" them in return. And we don't want potential vendors to think that they have to give you gifts in order to get your business — we want every vendor to get our business by giving La-Z-Boy Incorporated their best deal for quality work.



WE:

- **DO** deal with partners, customers, and third parties fairly and without seeking to benefit ourselves
- **DO** disclose potential conflicts of interest including personal relationships that may impact the workplace
- **DO** complete a Notification of Gift from Supplier form if we receive a gift, entertainment, or item of value from a supplier that exceeds over \$200 in a rolling year

WE:

- **DON'T** take a financial interest or leadership position in any business that supplies La-Z-boy Incorporated or competes with La-Z-Boy Incorporated
- **DON'T** use information or take opportunities that we gained at our job to enrich ourselves
- **DON'T** accept any gifts or entertainment with a value over \$200 from any source without approval
- **DON'T** take cash gifts from suppliers ever

CODE OF CONDUCT

Integrity: Our Commitment To La-Z-Boy Incorporated

We do not take advantage of our role at La-Z-Boy Incorporated to enrich ourselves.

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We all have a duty to Speak Up if we have questions about a potential conflict of interest, or gifts and entertainment.

- Ⓚ You are responsible for helping to select a new supplier for wood stain, and you want to recommend your daughter-in-law's company. What should you do?
 - Ⓐ You can share information about your daughter-in-law's company with Procurement — but you have to be transparent about your relationship, and you shouldn't be involved in the selection process. The fact that a potential vendor is a family member is not, in itself, a problem. But we must make sure that all potential conflicts of interest are disclosed, reviewed and that the vendor selection is based only on business factors such as timeliness, quality and price.
-
- Ⓚ One of our vendors has offered you two tickets to an NBA playoff game. Is it okay to accept these tickets?
 - Ⓐ It is generally okay to accept tickets from a vendor to local entertainment, if they are accompanying you. Things get sticky if they offer to pay for travel to an event in another city, highly sought after or expensive tickets or if they offer you tickets to go without them. If you have questions, refer to our Conflicts of Interest policy, or ask your supervisor or Human Resources.

CODE OF CONDUCT

Integrity: Our Commitment To La-Z-Boy Incorporated

Q You are talking with a local business owner who would like to utilize the scrap metal that we typically have hauled away. She offers you a portion of the profit if you can arrange the contract. Since La-Z-Boy Incorporated is not using or selling this scrap, is this okay?

A No. We do not take bribes, “kickbacks,” or other opportunities to enrich ourselves personally based on our role at La-Z-Boy Incorporated. However, you could put the local business owner in touch with someone at La-Z-Boy Incorporated who might want to make a deal with the local business owner on behalf of La-Z-Boy Incorporated. Any profit from the sale of La-Z-Boy Incorporated’s scrap would belong to La-Z-Boy Incorporated.

Q La-Z-Boy Incorporated is going to sell used equipment it doesn’t use anymore through a third party. Can I purchase it before La-Z-Boy Incorporated gives it to the third party?

A Maybe. It could appear to be a conflict of interest for a La-Z-Boy Incorporated employee to sell the equipment to you instead of an external third party. It is also possible that La-Z-Boy Incorporated has a written agreement with the third party to sell its used equipment and selling to you might violate the terms of that agreement. You should make your interest in the equipment known to the Vice President over your area who can make sure that the equipment can be sold and that the price you are paying is fair market value.

Q As part of your role at La-Z-Boy Incorporated you are looking to purchase a specific piece of equipment and a family member owns the exact piece of equipment. Can you buy the equipment from your family member for La-Z-Boy Incorporated?

A No. Once you, a family member or friend is involved in a transaction, you cannot be involved in discussing the transaction. You should connect your family member with your supervisor who will determine if they want to purchase the equipment on behalf of La-Z-Boy Incorporated, inspect the condition of the equipment and ascertain fair market value. If the value of the equipment exceeds \$5,000, the Executive Leadership Team member responsible for your area should approve the purchase in writing.



CODE OF CONDUCT

Integrity: Our Commitment To La-Z-Boy Incorporated



- Ⓚ My manager has started to date my mother, who is not a La-Z-Boy Incorporated employee. Does the Manager need to disclose this relationship?
- Ⓐ Yes. Even though your mother is not an employee, your manager may have a conflict between what is in the best interest of his girlfriend's son or daughter and what is best for the company. It could also create the appearance of favoritism.
-
- Ⓚ I want to ask an employee who reports to me on a date. I don't know if they will accept or if either of us will have an interest in seeing each other after the first date. Can I wait to see if a relationship develops before disclosing this conflict?
- Ⓐ No. You must disclose the potential conflict before your first date. Before you begin to date someone in your chain of command or over whose career you could have influence, you should disclose your intention to your Manager and Human Resources. The supervisor would also be required to disclose a conflict, even if no reporting relationship existed, if the supervisor was in a position that served as a check and balance over another business area and wanted to date someone in that area. For example, a conflict of interest would exist if an auditor dated someone in a department they audit, a Human Resources Business Partner dated a leader in a department to which they are assigned, or an accounting person responsible to pay for invoiced goods dated the procurement person who ordered the goods.

La-Z-Boy Incorporated Assets

What are La-Z-Boy Incorporated assets? Tools, materials, supplies, and electronics are among the items that La-Z-Boy owns. La-Z-Boy's assets include other items we don't normally think of like consumer and employee information, pricing information, supplier lists and other proprietary information. We rely on our corporate assets and resources to get the job done for our consumers, and we must use them responsibly and protect them against theft.

WE:

- **DO** use La-Z-Boy Incorporated assets for legitimate business purposes only
- **DO** make sure that we're familiar with the proper use of assets required for our role

WE:

- **DON'T** take, misuse, abuse, or act carelessly with our company's assets
- **DON'T** misuse assets that belong to our partners, consumers, suppliers, or other vendors

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We all have a duty to Speak Up if we have questions regarding the proper use of corporate assets.

- Q You have some minor repairs to make on your home over the weekend, and you plan to take some hand tools from the shop. You'll have them back before they will be needed next week. Is this okay?
- A No. La-Z-Boy Incorporated assets, including tools and supplies, are meant to be used for business purposes only.
-
- Q Your co-worker has lost their home and possessions in a flood and you want to gather employee names, phone numbers and e-mails from the company directory to see if they want to participate in a fundraiser. Is this okay?
- A No. While well intentioned, you cannot use company information for non-business related reasons. However, you can find ways to assist outside of work, or you can talk with Human Resources about how the company might help your co-worker.



Recordkeeping

We keep transparent, accurate, complete, and up-to-date records in a manner that's consistent with established procedures and any applicable laws.

WE:

- **DO** become familiar with any recordkeeping or record retention procedures that apply to your role
- **DO** quickly report any errors or mistakes in our records to your supervisor
- **DO** comply with any requests for information or records by our auditors or legal department

WE:

- **DON'T** conceal any mistakes or errors or otherwise tamper with records
- **DON'T** remove, erase, or destroy any records unless consistent with our record retention policy

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We all have a duty to Speak Up if we have questions about record-keeping or our records retention policy.

- Ⓚ You are completing the inventory for the week and notice that we have fewer of some materials than the inventory record states. Your supervisor suggests that these errors are common and not to worry about it. What should you do?
- ⓐ You should report your concern to one of the reporting **resources listed in our Code**. It's important to keep accurate records, and you should not assist in concealing possible errors.



Responsible and Transparent Communications

We are transparent, honest, and accurate in our communications with each other — and in our communications outside of La-Z-Boy Incorporated. To make sure that information we share publicly is accurate, do not speak for the Company unless you are authorized to do so.

WE:

- **DO** communicate truthfully and respectfully
- **DO** clarify when a statement or opinion is your own and not that of La-Z-Boy Incorporated
- **DO** seek help from a supervisor or other **resources listed in our Code** if we're not sure how to handle a question or comment from someone outside of La-Z-Boy Incorporated

WE:

- **DON'T** go rogue. We don't speak for La-Z-Boy Incorporated unless specifically authorized to do so
- **DON'T** post on social media, especially if identified as a **La-Z-Boy Incorporated employee**, before carefully considering the potential impact
- **DON'T** reveal confidential information to **ANYONE unless expressly authorized to do so—even if they previously had access to the information, such as a former owner, employee, or vendor**

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We all have a duty to **Speak Up** if we have questions about communication or social media.

- Q** You notice a post on a social media platform that seems to disparage La-Z-Boy Incorporated and makes inaccurate claims about our products. You want to comment and set the record straight. Is this okay?
- A** No. Unless it is your defined role at La-Z-Boy Incorporated to respond to social media messages, you should report the issue to your supervisor or one of the reporting **resources listed in our Code**.
- Q** Your co-worker posted a meme on her Facebook page that you think is racist. When you tell her that you think it's inappropriate and hurtful, she says it's her personal page, and she can say whatever she wants. What should you do?
- A** La-Z-Boy Incorporated does not tolerate blatant hate speech or other expressions of discrimination from our employees, no matter the forum. You can share your concerns with one of the reporting **resources listed in our Code**.



Confidentiality and Insider Trading

We don't disclose confidential information of La-Z-Boy Incorporated other than as authorized even if the person used to have access to the information.

We don't use (or disclose to others who may use) any material, nonpublic information when deciding whether to buy or sell La-Z-Boy Incorporated stock — that's the kind of information a reasonable investor would want to know about before deciding whether to invest in La-Z-Boy Incorporated.

SPEAK UP. ASK QUESTIONS. REPORT CONCERNS.

We all have a duty to **Speak Up** if we have questions about insider trading.

- Q** You have been on the team working on buying a start-up company that has a new product you're sure will be a big innovation in the market. The acquisition won't be announced for a few more weeks, but you're so excited, you tell your brother in-law about it. He's family, though, so that's okay, right?
- A** No. Revealing material nonpublic information that could drive our stock price up or down could be considered "tipping" and is against our policy and might be against the law. So be careful not to share confidential information before we've made a public announcement — whether it's news regarding an acquisition, quarterly sales figures, or a dramatic new development in our business.



Waiver/Resources

CODE OF CONDUCT

Partnership: Our Commitment To Our Communities



Waiver of any provision of our Code for corporate officers or directors may be made only by the Audit Committee of the Board of Directors and must be in writing; waiver for anyone else must be approved by the CEO of La-Z-Boy Incorporated.

Speak Up If You Need Help

Remember, using your voice is a key component of acting with integrity and following our Code. Be ready to Speak Up immediately when questions or concerns arise.

- If you're comfortable, start by talking to your **supervisor** — especially if the issue relates to your day-to-day work.
- If you're not comfortable talking to your direct supervisor, speak to a **more senior employee, Human Resources or Corporate Compliance**.
- You can also contact the Ethics Hotline. Reports made to the hotline go directly to the Corporate Compliance team at Headquarters and can be made anonymously.
Hotline: 1-866-480-6136 or <https://la-z-boy.ethicspoint.com>

Our International La-Z-Boy Incorporated Ethics Hotline Numbers

CANADA 1-866-480-6136

HONG KONG 800-90-2248 | [Translated Version](#)

THAILAND 1-800-018-259 | [Translated Version](#)

UK 0808-281-3423

VIETNAM 120-85-2504 | [Translated Version](#)

CHINA 400-135-6937 | [Translated Version](#)

MEXICO 800-880-0786 | [Translated Version](#)

TURKEY 800-49240880217



To view Company Policies, including this Code of Conduct, go to **LZB Connect** or ask HR or local management for assistance.