

Hooker Furnishings

ANTI-CORRUPTION POLICY

POLICY STATEMENT

Many countries, including the United States, have laws that prohibit corruption and prescribe criminal and civil penalties for violating such laws. It is therefore Hooker Furnishings (“Hooker Furnishings” or the “Company”) policy that the Company, its employees, affiliates or anyone acting on behalf of the Company will not corruptly give or pay, or offer to give or pay, anything of value directly or indirectly to a government official for the purpose of obtaining or keeping business.

SCOPE

This policy applies to Hooker Furnishings, all subsidiaries, all joint ventures or other entities controlled by Hooker Furnishings (“affiliates”), and to all officers, directors, and employees of Hooker Furnishings or any affiliate, wherever located. This policy prohibits direct payments or offers, as well as indirect payments or offers through any third party acting on behalf of the Company or any affiliate.

CORRUPT PAYMENTS PROHIBITED

It is prohibited to offer, promise or give anything of value, directly or indirectly, to a public official for the purpose of obtaining or retaining business.

“Anything of value” is construed broadly and includes, but it is not limited to:

- Cash;
- Gifts;
- Entertainment, meals, and travel expenses;
- Training;
- Business, employments or investment opportunities;
- Personal discounts or credits;
- Payment for personal services;
- Political contributions; and
- Charitable contributions.

“Public officials” also are defined broadly and include:

- An officer, employee or any person acting in an official capacity for or on behalf of a government, including its departments, agencies, instrumentalities, and government- or state-owned or -controlled entities;

- Any person acting in an official capacity for or on behalf of any government, government entity or public international organization (e.g., an official advisor to the government);
- An officer or employee of an international organization (e.g., the World Bank or United Nations);
- A member of the royal or ruling family of a country;
- An officer or employee of a political party or any party official; or
- Any candidate for a political office.

Please note that some countries where Hooker Furnishings, its affiliates, or third parties acting on its behalf conduct business may define “public officials” more broadly. In those countries, entities and individuals subject to this policy must comply with the broader definition.

DEALING WITH THIRD PARTIES

Third parties are prohibited from providing or offering to provide anything of value to a public official, for or on behalf of the Company or any affiliate, for the purposes of obtaining or retaining business. Under certain circumstances, the Company can be liable for the actions of its third parties, even without the Company’s direct knowledge of the improper activity. Therefore, Hooker Furnishings prohibits affiliates and third parties from violating this policy. To implement this policy, Hooker Furnishings must exercise reasonable due care in selecting business partners and third parties acting on its behalf. Hooker Furnishings may not enter into business relationships with any party if there is reason to believe such party will not comply with this policy. If the Company becomes aware of any indication that an affiliate or third party may be engaged in activities prohibited by this policy, it will exercise reasonable due care in investigating the activities. Under no circumstances will Hooker Furnishings or any of its employees disregard facts that indicate that an affiliate or third party may be engaging in conduct that violates this policy.

LIMITED AUTHORIZED PAYMENTS

Under applicable U.S. law, certain payments to public officials are permitted. No payments may be made in reliance on any of the following exceptions without prior approval from Paul Huckfeldt, Chief Financial Officer or Anne Smith, Chief Administrative Officer of Hooker Furnishings, except as noted.

- Facilitation Payments. Facilitation payments are small payments for the purpose of facilitating or expediting a routine government action. Routine government action includes only non-discretionary actions that are ordinarily performed by a government official in activities such as obtaining permits, licenses or other official documents, processing governmental papers, providing phone service, power or water supply, or similar activities. Only if the employee’s physical safety is at risk are such payments authorized without prior approval, provided that they are reported as soon as possible thereafter.
- Reasonable and Bona Fide Business Expenditures. Payments directly related to (i) the promotion, demonstration or explanation of Hooker Furnishings products, or (ii) the execution or performance of a contract with a government or agency are permitted with prior approval in

limited circumstances. Such payments will only be approved if they are reasonable, limited to the legitimate business purpose of the meeting, and do not violate local law.

- Permitted under Written Local Law. Payments that are explicitly permitted under the written local law of the country may be permitted. This exception, however, is extremely rare because bribery is prohibited in nearly every country. Note that even if bribes are customary in a country, they likely are not legal and are not permitted under this policy. Notwithstanding the foregoing, payments prohibited by local law are not permitted under this policy.

RECORD KEEPING PRACTICES

Any payment made to or for the benefit of a public official, whether directly or indirectly, must be recorded accurately and described in reasonable detail in the Company's books.

PENALTIES AND DISCIPLINE

Hooker Furnishings is subject to criminal and civil penalties for violations of applicable anti-corruption laws. Individuals who violate applicable anti-corruption laws are also subject to criminal and civil penalties, which will not be reimbursed by Hooker Furnishings. Any Hooker Furnishings employee who violates this policy or any applicable anti-corruption law is subject to discipline, including termination and reporting to authorities. Relationships with affiliates and/or third parties that violate this policy or any applicable anti-corruption laws will be terminated, and the Company may report such parties to the appropriate authorities.

OVERSIGHT AND REPORTING

Paul Huckfeldt, Chief Financial Officer and Anne Smith, Chief Administrative Officer for Hooker Furnishings are responsible for monitoring compliance with this policy. Requests for authorization to make payments permitted under this policy should be directed to Paul Huckfeldt or Anne Smith. Any questions regarding this policy, or applicable U.S. law, should be directed to Paul Huckfeldt at phuckfel@hookerfurnishings.com or Anne Smith at ajsmith@hookerfurnishings.com.