

## **Hooker Furnishings Corporation Nominating and Corporate Governance Committee Charter**

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board" or the "Board of Directors") of Hooker Furnishings Corporation (the "Company") shall be a standing committee and the purpose of the Committee is to (a) identify individuals qualified to become Board members; (b) select, or recommend that the Board select, nominees to the Board and to each committee of the Board; (c) assist the Board with respect to corporate governance matters applicable to the Company; and (d) assist the Board in CEO succession planning.

The Committee shall have the authority to obtain such advice or assistance as it deems necessary, including from consultants, legal counsel or other advisors as needed to perform its duties, and to determine the terms, costs, and fees for such engagements. Without limitation, the Committee shall have sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs, and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to perform its duties shall be borne by the Company.

### **Membership**

The Committee shall be comprised of at least three directors determined by the Board of Directors to meet the independence requirements of The Nasdaq Stock Market, Inc. ("Nasdaq") and applicable federal law. Appointment to the Committee and the designation of the Chair of the Committee shall be made on an annual basis by the full Board. Each member of the Committee shall serve at the Board's discretion and Committee members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board.

When appropriate, the Committee may designate one or more of its members to perform certain of its duties or responsibilities on its behalf, subject to such reporting to or ratification by the Committee as the Committee may direct.

### **Meetings**

The Committee shall meet as often as its members deem necessary to fulfill its responsibilities. The Committee shall cause minutes to be kept of its proceedings and shall regularly report to the Board on its actions and activities. At each meeting, the Committee shall have the opportunity to meet in executive session, without Company management or non-independent directors present. The Chair of the Committee shall preside over each meeting. In the event the Chair of the Committee is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or other similar equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as apply to the Board. The Committee may adopt its own rules of procedure not inconsistent with (i) this Charter; (ii) the articles or bylaws of the Company; or (iii) the laws of the Commonwealth of Virginia.

## **Responsibilities**

To fulfill its responsibilities and duties, the Committee shall:

### **Board/Committee Membership**

- Identify and evaluate individuals qualified to become members of the Board, including considering the diversity of the Board when identifying nominees for director. Such diversity may include a variety of different personal, business, and professional experiences, as well as a variety of opinions, perspectives, backgrounds, and other characteristics.
- Perform customary vetting procedures and background checks with respect to individuals suggested for potential membership by stockholders of the Company or other sources.
- Approve director nominations to be presented for shareholder approval at the annual meeting of shareholders; for each nominee, identify the specific experience, qualifications, attributes, or skills that led to the Committee's conclusion that the person should serve as a director.
- Approve director nominations to be presented for Board approval to fill vacancies on the Board as necessary; for each nominee, identify the specific experience, qualifications, attributes, or skills that led to the Committee's conclusion that the person should serve as a director.
- Evaluate and recommend for appointment by the Board the members and the chairs of all standing Board committees.
- Evaluate and make recommendations to the Board regarding the size and composition of the Board and develop and recommend criteria for the selection of individuals to be considered as candidates for election to the Board.
- Monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.

### **Evaluating the Board and its Committees**

- Review and make recommendations to the Board with respect to the Board's determination whether Board and committee members meet

the independence requirements of Nasdaq and applicable federal law.

- Review and make recommendations to the Board concerning director tenure and retirement policies.
- Periodically review the Board's leadership structure in light of the Company's characteristics and circumstances.

### **Corporate Governance Matters**

- Periodically review how the Board administers its role in risk oversight.
- Periodically review the Company's Code of Business Conduct and Ethics.
- Periodically review the Company's Corporate Governance Guidelines.
- Periodically review the Company's bylaws.
- Review and monitor compliance with the Company's insider trading policy.
- Review, at least annually, the Company's compliance with Nasdaq's corporate governance listing requirements, and report to the Board regarding the same.
- Review and approve the corporate governance disclosures in the Company's proxy statement for its annual meeting of shareholders.
- Review the Company's policies, practices, and disclosures with respect to sustainability and environmental, social and governance factors, as assigned by the Board.
- Assist the Board in CEO succession planning.
- Review shareholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.
- Perform any other activities consistent with this charter, the Company's bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.
- Perform oversight on any ESG-related topics delegated to this Committee by the Board.

### **Committee Self-Assessment and Charter Review**

The Committee shall engage in an annual self-assessment. The Committee shall

annually review and reassess the adequacy of its charter and recommend any changes to the full Board. The Committee's charter shall be posted on the Company's website or included with the Company's proxy statement for the annual meeting of shareholders at least once every three years.

Amended: April 8, 2024