

HOOKER FURNISHINGS CORPORATION
CODE OF BUSINESS CONDUCT AND ETHICS
June 5,2024

Our Code, Our Commitment

For one hundred years, conducting business ethically has been a cornerstone of Hooker Furnishings. Everyone we deal with – employees, customers, suppliers, shareholders, and communities – should feel that we interact with them with honesty, integrity, and fairness.

This is shown in our strategic foundation or B.E.S.T:

- B Be who we say we are
- E Eliminate unnecessary risk
- S Speed to market
- T Total addressable market (TAM) growth

As Hooker Furnishings employees or representatives, we can further our B.E.S.T. foundation by being committed to conducting business in accordance with our policies, practices, and values. The Hooker Furnishings Code of Business Conduct and Ethics (“our Code”) includes all of these policies and more. It also discusses our expectations for how we as a company and as individuals will conduct business.

Please take the time to review our Code carefully. Each of us is faced with tough decisions due to unexpected situations as we operate in a highly competitive and fast-paced world. Today, we reaffirm our shared belief that integrity and professionalism should guide our actions. Hooker Furnishings has built its reputation for one hundred years, and it is one of our most important assets. Our employees and representatives are known for our high ethical standards and integrity. As we strive to “Be who we say we are,” it is up to us to support our interests by understanding and practicing the spirit and letter of these guidelines. Our goal is to create and maintain an ethical culture. That means we must have honest communication, be aware of our resources, and be willing to ask questions and report concerns. We owe nothing less to each other and to everyone with whom we come into contact.

Our success depends on each of us upholding our B.E.S.T. strategic foundation, following the principles in our Code, and demonstrating strong integrity.

Thanks.



Jeremy R. Hoff
Chief Executive Officer

Overview

This Code of Business Conduct and Ethics for Hooker Furnishings Corporation (the “Company”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees, officers, and directors of the Company (each provision of this Code should be read to apply to all employees, officers, and directors of the Company unless the context indicates otherwise). All of us, regardless of our country of origin or country of residence, must conduct ourselves accordingly and seek to avoid even the appearance of improper behavior. In the rare cases where a law may conflict with this Code, you must comply with the law. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation or, if seeking guidance from your supervisor would not be appropriate in the circumstances, contact the Human Resources Department.

The Company investigates all reported or suspected violations of this Code. Any employee, officer or director who violates this Code will be subject to immediate disciplinary action, including reassignment, demotion, or termination of employment. In addition, the Company may sue you in court. Violations of this Code could also result in your being prosecuted if you have violated any criminal statutes. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 19 and 20 of this Code.

Individuals Subject to this Code

Each employee, including officers, and each director of the Company, regardless of their country of origin or country of residence, is subject to and expected to fully comply with this Code.

Standards of this Code

1. Compliance with Laws, Rules, and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which this Company’s ethical standards are built. All of us, regardless of our country of origin or country of residence, must respect and obey the laws of the cities, states, and countries where the Company operates. Although none of us is expected to know the details of every law, we are all expected to exercise good judgment and most importantly to seek advice from supervisors, managers, or other appropriate personnel when in doubt.

2. Sales Agents, Consultants & Professional Services

U.S. and non-U.S. sales agents, consultants, representatives, independent contractors, temporary workers, and suppliers are expected to observe the same standards of conduct as the Company’s employees when conducting business anywhere in the world with or for Hooker Furnishings. None of us may do anything indirectly, through agents, or otherwise that we are prohibited from doing directly under this or any other Company policy. Business integrity is a key standard for the selection and retention of those who represent Hooker Furnishings. Therefore, it is important that we engage in appropriate due diligence before retaining any sales agent, consultant, representative, independent contractor, external temporary worker, or supplier.

3. Conflicts of Interest

A “conflict of interest” exists when your private interest interferes in any way with the interests of

the Company. A conflict of interest occurs when you take actions or have interests that may make it difficult to perform your Company work objectively and effectively. Conflicts of interest also arise if you or members of your family receive improper personal benefits, such as cash, loans, guarantees of loans or inappropriate gifts, as a result of your position in the Company.

For an employee, a conflict will also arise, in almost all cases, if you work for or have a material financial interest in a competitor, customer or supplier. Company employees are not allowed to work for a competitor or to serve as a consultant or board member of a competitor. The best practice is to avoid any direct or indirect business connection with the Company's customers, suppliers, or competitors, except on the Company's behalf. Conflicts of interest are prohibited as a matter of Company policy. Conflicts of interest may not always be clear-cut, so if you have a question, employees should consult with your manager or an officer of the Company. If you become aware of a conflict or potential conflict, then you should bring it to the attention of supervisor, manager or other appropriate personnel or follow the procedures described in Sections 19 and 20 of this Code. Where directors have financial interests or hold other employment or directorships that present potential conflicts of interest, they are expected to disclose that information to the Board, and to recuse themselves from any related decision making. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantages with customers or others. None of us, nor any member of our families, should ever offer or accept any gift or entertainment to or from any customer, supplier or others with whom the Company does business unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value (\$250), (4) cannot be construed as a bribe or payoff or perceived as imposing an obligation on the recipient and (5) does not violate any laws or regulations. Please discuss with your supervisor whether you should give or receive any gifts that you are not certain are appropriate.

4. Disclosure Obligations under Securities Laws

The Company is subject to various disclosure obligations under U.S. federal and state securities laws. To comply with these obligations, the Company must make full, fair, accurate, timely and understandable disclosure in any reports and documents the Company files with or submits to the Securities and Exchange Commission and in other public communications made by the Company.

Each employee of the Company involved in the preparation of these reports and documents, including the Company's Chief Executive Officer, Chief Financial Officer, and Corporate Controller (the "Executive Reporting Team") and any individuals involved in the preparation of financial or other data or information included in such reports and documents and other public communications, must ensure that all reasonable and necessary steps within such individual's areas of responsibility are taken to provide full, fair, accurate timely and understandable disclosures in such reports and documents and other public communications. Each of these individuals must act in good faith and with due care in the preparation of any reports and documents the Company files with or submits to the SEC, any other public communications made by the Company, or any financial or other data or information included in such reports and documents or other public communications. Each of these individuals is required to comply with the Company's accounting policies and disclosure controls and procedures and is not permitted to conceal or falsify information, misrepresent or withhold material facts or information or otherwise mislead other members of the Company's reporting team, the Company's Board of Directors (the "Board") or the Audit Committee of the Board (the "Audit Committee"), or the Company's independent registered public accounting firm.

Each member of the Executive Reporting Team is required to promptly bring to the attention of

the Audit Committee any information such individual may have concerning (a) significant deficiencies in the design or operations of the Company's internal control over financial reporting which could adversely affect the Company's ability to record, process, summarize and report financial data, (b) any fraud, whether or not material, that involves management or any other employee that has a significant role in the Company's financial reporting, public disclosures or internal controls, and (c) evidence of a violation of the securities or other laws, rules or regulations applicable to the Company's public disclosures. Each member of the Executive Reporting Team is also required to promptly bring to the attention of the Audit Committee any material information they become aware of that affects the disclosures made by the Company in its filings with the SEC and other public communications.

It is everyone's responsibility to bring promptly to the attention of the executive officers of the Company (Chief Executive Officer, Chief Financial Officer, Chief Administrative Officer or other executive officers) or the Corporate Controller any material information you learn about that affects the disclosures made by the Company in its public filings and other public communications.

5. Insider Trading

If you have access to confidential information about the Company, you are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision based on this information is not only unethical but also illegal. In order to assist with compliance with laws against insider trading, the Company has adopted a specific policy governing your trading in securities of the Company and in the securities of other companies when such trading could be influenced by your access to the Company's confidential information. You can obtain a copy of the insider trading policy from the Human Resources Department. If you have any questions about the insider trading policy, you may contact the Corporate Secretary, Chief Financial Officer, or Chief Administrative Officer.

6. Corporate Opportunities

None of us may take for ourselves any opportunities that we discover in the course of our work for the Company or through the use of Company property or information. Nor may we use Company property, information, or position for improper personal gain, and, of course, we are not permitted to compete directly or indirectly with the Company. We all owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

7. Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. In doing so, we all must comply with antitrust and competition laws where the Company does business. All product development, manufacturing and sales efforts must conform to the highest ethical standards. Antitrust laws generally prohibit agreements or understandings among actual or potential competitors to fix or control prices, fix bids, boycott specified suppliers or customers, or limit the production and sales of product lines. Other laws prohibit controlling the resale pricing of distributors and dealers, disparaging a competitor, misrepresenting the Company's products, stealing trade secrets, or offering or paying bribes or kickbacks. These laws are vigorously enforced and failure to comply with them could result in heavy fines to the Company and heavy fines and imprisonment for you.

Stealing proprietary information or otherwise possessing trade secret information obtained without the owner's consent or inducing disclosures of proprietary information by past or present employees of other companies is prohibited by this policy and is usually illegal. All of us must respect the rights of and deal fairly with the Company's customers, suppliers, and competitors. None of us, in our work for the Company, may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair practice.

8. Dignity and Respect in the Workplace

We are all required to treat customers, suppliers, competitors and our fellow employees with dignity and respect everywhere in the world we conduct our business. The diversity of our fellow employees is a tremendous asset. The Company values and promotes inclusion and brings together employees with a wide variety of backgrounds, skills, and human differences, including those based on culture, ethnicity, gender, and age, in order to drive performance.

Accordingly, the Company complies with all federal and state equal employment opportunity laws and is committed to providing equal employment opportunities for all persons regardless of race, gender, color, religion, sexual orientation, age, national or ethnic origin, disability, veteran status, or other status protected by applicable law. Equal opportunity extends to all aspects of the employment relationship, including hiring, job assignments, transfers, promotions, training, terminations, working conditions, compensation, benefits, and other terms and conditions of employment.

The Company also strives to keep the workplace free from all illegal forms of discrimination and harassment, including sexual harassment. As a result, any verbal or physical conduct by any employee or director that is discriminatory in nature or harasses another individual based on a protected trait or characteristic is strictly prohibited. The Company has a zero-tolerance policy with respect to such discrimination and harassment and considers such discrimination or harassment to be a serious offense.

Any reported violations of equal employment opportunity laws and the Company's prohibition of harassment or discrimination are taken seriously and investigated. The Company will not retaliate in any way against an employee who makes a complaint in good faith. Supervisors or employees found to have engaged in discriminatory conduct or harassment are subject to immediate disciplinary action up to and including termination.

In addition, the Company will not do business with partners who use child labor in any of their facilities. Workers must be at least 15 years of age or, if higher, the local legal minimum age for employment or the compulsory age to be in school. Nor will the Company do business with partners who use forced or involuntary labor.

For more in-depth information on the Company's policies regarding issues such as discrimination, harassment and child and forced labor, refer to the Company's Employee Handbook, a copy of which may be obtained on the Company's Resource Center or by contacting the Human Resources Department.

In order to effectively operate the Company's business and avoid problems with supervision, morale and the creation of an environment which may produce claims of favoritism or sexual harassment, managers and supervisors are strongly discouraged from pursuing or otherwise becoming involved in romantic or sexual relationships with employees whom they directly or indirectly supervise. In

the event two employees either marry or develop a personal relationship, the Company may transfer either party to another suitable position for which one is qualified, if available. If one is not available, the employees will be given the option of deciding which will voluntarily resign her/his position.

9. Health, Safety, and the Environment

The Company strives to provide you with a safe and healthy work environment. Each of us is responsible for maintaining a safe and healthy workplace for our fellow employees, others, and ourselves by following safety and health rules and practices and promptly reporting accidents, injuries and unsafe equipment, practices, or conditions. Violence and threatening behavior are not permitted, and weapons are not permitted in Company facilities. Employees should report to work in condition to perform their duties and not impaired by drugs or alcohol. Being in the workplace under the influence of illegal drugs or alcohol will not be tolerated. We all must comply with all environmental, health and safety laws and regulations in each country where Hooker Furnishings operates. Waste products and hazardous materials are to be stored, handled and disposed of in compliance with all laws, regulations and Company policies. The unsafe storage of a potentially toxic or hazardous material or the improper release of such materials into the environment must be reported promptly to your immediate supervisor, or if reporting to your supervisor would be inappropriate under the circumstances, to an officer of the Company, the Convercent reporting program or the Audit Committee, as described in Section 19 and 20 of this Code .

10. Record-Keeping

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported. Many of us regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or the Company's Chief Financial Officer, Corporate Controller or Business Unit Controller. All the Company's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions, and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless clearly permitted by applicable law or regulation.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies. This applies equally to email, internal memos, social media, and formal reports.

11. Social Media

Social media can pose many risks you should be aware of. Unless authorized to do so, you should not make statements on behalf of the Company. You should never post private or confidential information about the Company, our customers, suppliers, or employees. Even if you are posting on a personal social media site, you may be viewed as representing the Company, therefore you should be thoughtful about the content of your posts and how they might reflect on you and the Company. Please see the Employee Handbook for a more detailed discussion about Social Media.

12. Confidentiality and Data Privacy

Each of us must maintain the confidentiality of confidential information entrusted to us by the

Company or its customers or suppliers, except when disclosure is authorized by an executive officer of the Company or required by laws or regulations. Confidential information includes any information designated as such, any trade secrets and all non-public information that might be of use to competitors, or harmful to the Company or its customers or suppliers, if disclosed. The obligation to preserve confidential information continues even after employment ends.

Various laws govern how the Company must collect, store, use, share, transfer and dispose of certain personal information such as credit card information, Social Security numbers, names, addresses, email addresses and telephone numbers. Employees that work with personal information are required to follow these laws.

13. Protection and Proper Use of Company Assets

Each of us is required to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business without prior written authorization from your manager or an officer of the Company.

The obligation to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, customer lists, non-public pricing information, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil and criminal penalties.

14. Payments to Government Personnel and Others

We will deal with all the Company's customers, suppliers, and government agencies in a straightforward and aboveboard manner and in strict compliance with the requirements of the U.S. Foreign Corrupt Practices Act, international anti-bribery conventions and local anti-corruption and bribery laws. Each of us, regardless of our home or host country, is prohibited from giving anything of value (including paying any bribe, kickback or other similar unlawful payment), directly or indirectly, to any government, public official or other individual, regardless of nationality, to secure any personal gain or any concession, contract or improper advantage for the Company. This includes a strict prohibition on both the bribery of government officials (official bribery) and the bribery of non-government commercial parties (commercial bribery).

In some circumstances, it may be legally allowable under certain laws to make nominal facilitating payments to secure the performance of a routine governmental action. It is against Company policy to make any such payment if it is not expressly allowed under applicable local law. Any exception to this policy must be approved by the Chief Financial Officer or the Chief Executive Officer. In no case may an exception be granted when the payment would be used to improperly influence any discretionary decision by a public official, including any decision to award new business or continue doing business with the Company or others. If the payment in question is legal under local law (e.g., payment of an expediting fee that is part of a published fee schedule available to any similarly situated party), it is not prohibited by this policy.

In addition, there are strict laws regarding business gratuities that may be offered to or accepted by U.S. governmental personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor, or other gratuity in violation of these rules may be treated as a

crime and would be a violation of Company policy. State and local governments, as well as foreign governments, usually have similar rules. You are, of course, permitted as an individual to support candidates for public office, but you are not permitted to use Company assets in support of any candidate or to provide gifts or favors to any government official. See —Political Activity and Contributions below for more information concerning involvement in and support for political candidates, parties, and related matters.

15. Political Activity and Contributions

Certain laws and regulations restrict the Company's role in political activities and funding. Accordingly, although we encourage each of our employees and directors to engage in the political process in the communities in which they live, no employee or director is permitted to use Company funds or resources to support any candidate for public office, political party or political organization or to otherwise engage in political activities, unless expressly authorized to do so by an executive officer (or, if the individual involved is an executive officer, then the Board Chair). Any employee or director who chooses to participate in the political process must not permit their status as a Company employee or director to be used in support of or in opposition to a particular candidate, party or political issue and should identify any political statements or activities as their own and not the Company's. Also, any employee or director that chooses to be politically active must not pressure, directly or indirectly, other employees or directors to contribute to, support or oppose any political candidate, party, organization, or position.

16. International Business

The Company's policy is to comply with the specific laws and regulations of all countries where it does business, and with all U.S. laws affecting international trade, such as anti-boycott, embargo and trade sanction, export control and anti-corruption and anti-bribery laws. Violations of these laws carry stiff civil and criminal penalties for individuals and the Company and could cause serious damage not only to the Company's corporate reputation, but also to the public. If you are involved in the Company's foreign operations, you should be aware of these laws, and should coordinate closely with your immediate supervisor, other local managers or a Company Officer, to ensure that neither you nor the Company violates any relevant laws.

17. Cooperation with Company and Governmental Investigations

Each employee and director has an obligation to cooperate fully with internal and external investigations or audits that are conducted by the Company or agents or representatives of the Company and is expected to respond to any inquiries relating to such investigations fully, accurately, and promptly. It is the Company's policy to cooperate fully with any proper government inquiry or investigation. However, it is important that the Company participate in any such inquiry or investigation in a coordinated manner. Accordingly, if any employee or director receives any oral or written inquiry or request from a governmental authority which requires a response from the Company, such individual must immediately notify an appropriate supervisor or manager so that the appropriate information can be prepared and submitted to the governmental authority. Any employee responsible for responding to an inquiry or request from a governmental authority must provide information that is accurate and complete.

18. Waivers of the Code of Business Conduct and Ethics; Amendments

The Board has approved this Code of Business Conduct and Ethics. Any waiver of this Code for executive officers or directors may be made only by the Board or a Board committee and will be

promptly disclosed in writing as required by law or regulation. Any waiver of this Code for another employee will be determined by the Chief Financial Officer or Chief Executive Officer. This Code may be amended only by the Board.

19. Reporting any Illegal or Unethical Behavior; Investigations; Accountability

Employees Reporting Violations of the Code

- If you believe that a violation of this Code has occurred, then you should report that concern to your choice of:
 - your immediate supervisor,
 - the Corporate Controller,
 - your Business Unit Controller or
 - an executive officer.
- Alternatively, if you believe that a violation of this Code has occurred, you may report the violation directly to the Audit Committee or use the following procedure established by the Audit Committee for receiving confidential, anonymous submissions of concerns.

You may report any issue confidentially and, if you wish, anonymously through Convercent.com or by calling Convercent at 1-800-335-7639.

To contact the Audit Committee directly you may submit your report to the following address, or email to AuditCommittee@hookerfurniture.com.

Audit Committee - Board of Directors
Hooker Furnishings Corporation
P.O. Box 4708
Martinsville, VA 24115 USA

The Company encourages the use of the Convercent.com website or Convercent hotline for reporting suspected violations involving a questionable accounting or auditing matter, or a suspected violation by a senior Company officer or director.

- If you choose to report anonymously, please be sure to provide enough information about the situation to permit prompt and appropriate follow-up by the Company. Anyone may report questionable accounting, auditing or Code violation matters without fear of dismissal or retaliation of any kind by the Company or by any employee of the Company.
- Investigations of reported violations are treated as confidentially as possible, consistent with the need to investigate and address the matter, subject to applicable laws and regulations. You are encouraged to talk to supervisors, managers, or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation.

Directors Reporting Violations of the Code

- Directors must report any suspected violations of this Code to the Chair of the Audit Committee if a director or a senior Company officer is involved, unless the violation involves the Chair of the Audit Committee, in which case, directors are to report to the Board

Chair, and otherwise take reasonable action to ensure that the Board is made aware of the suspected violation.

- To the extent it deems appropriate, the Audit Committee will participate in any investigation of a director or a senior Company officer. After the conclusion of an investigation of a director or a senior Company officer, the conclusions shall be reported to the Audit Committee and the Audit Committee will conduct such additional investigation as it deems necessary.
- Any other suspected violations should be reported by directors to an executive officer, unless the director deems it more appropriate to report to the Chair of the Audit Committee or to take other action to ensure that the suspected violation is appropriately addressed.

No Retaliation

Any form of retaliation against any individual who, in good faith, asks questions about or reports a potential violation of this Code, of any related policy or procedure, or of any law, rule or regulation potentially applicable to the Company, or who participates in the investigation of any such potential violation, is strictly prohibited and is itself a violation of this Code. Acting in “good faith” in this circumstance means making a genuine attempt to provide honest, complete, and accurate information, even if it later proves to be mistaken or unsubstantiated. Consistent with this requirement to act in good faith, the Company reserves the right to take appropriate disciplinary action with respect to anyone who knowingly makes a false accusation with respect to an alleged violation of this Code or knowingly provides the Company with false information with respect to an alleged violation of this Code.

Investigation of Alleged Violations

The Company will fully investigate any potential violation of this Code alleged in good faith. All employees and directors have an obligation to cooperate fully with any investigation of an alleged violation of this Code. If any alleged violation involving an executive officer or director of the Company is not initially reported through the hotline or to the Audit Committee or the Board Chair as provided for above, the individual to whom the alleged violation is reported must immediately report the alleged violation to the Audit Committee or the Board Chair as appropriate.

Accountability for Violations

Any employee or director who violates the provisions of this Code, including by failing to report a violation of this Code or cooperate in an investigation of an alleged violation of this Code, will be subject to disciplinary action up to and including termination of employment or removal from the Board, as applicable. This discipline may include, but is not limited to, written notice that a violation has occurred and official censure, demotion or re-assignment or suspension without pay or benefits.

Violations of this Code may also constitute violations of the law and may subject the individual involved to civil liability and/or criminal prosecution.

Whether an employee other than an executive officer has violated this Code and any related discipline will be determined by an appropriate member of the Company’s human resources department. Whether an executive officer or director has violated this Code and any related discipline will be determined by the Board upon consultation with the Audit Committee, or a Board committee delegated such task by the Board (provided that any director alleged to have violated this

Code will not participate in any such discussions or determination).

Management Standards of Behavior

Senior executives, other managers and anyone who supervises other employees each have a special responsibility to live up to this Code. They are often the first point of contact when an employee comes forward to raise concerns. It is critical that they be ready to listen carefully and respond appropriately. Their ethical leadership is critical to the strength and durability of the Code and the principles it upholds.

Among the most important management responsibilities is properly and timely handling the receipt and escalation of employee concerns. When an employee reports concerns to a manager or supervisor, it is their obligation to listen and assess those concerns, resolve them as appropriate under the circumstances and escalate them as necessary to ensure they receive appropriate attention. This includes ensuring they are reviewed and resolved by persons with appropriate authority, and that more senior management has adequate and timely notice where merited. If you have questions about whether escalation is merited, you should err on the side of escalation.

20. Additional Compliance Procedures

The complexity and occasional absence of complete information regarding business situations can make it difficult to know if a violation of this Code has occurred or whether a particular situation may lead to a violation of this Code. Since this Code cannot anticipate every situation that may arise, it is critical to provide an approach for employees to follow in these circumstances. Employees faced with such circumstances are encouraged to keep the following steps in mind:

- **Make sure you have the facts.** In order to reach the right solutions, we must be as fully informed as possible.
- **Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?** This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, may be. Ask yourself:
 - Is it legal?
 - Does it follow Company policy?
 - How will the decision affect others (consumers, shareholders, suppliers, partners, competitors, the community, or other employees)?
 - How will the decision look to others?
 - How would you feel if the decision were made public?
 - Have you fully explored the implications of this decision?
 - Would additional advice be helpful?
- **Clarify your responsibility and role.** In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- **Discuss the problem with your supervisor.** This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the questions, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.

- **Seek help from Company resources.** If it would not be appropriate to discuss an issue with your supervisor, or if you do not feel comfortable approaching your supervisor with your questions, discuss it locally with your plant manager, a member of the Human Resources department or an officer of the Company.
- **You may report ethical violations in confidence, anonymously, and without fear of retaliation.** If your situation requires that your identity be kept secret, your anonymity will be protected. The outside service retained by the Company for receiving reports of questionable accounting, auditing or Code violation matters will not ask you for your name if you call. You may, of course, volunteer your name, but you are in no way obligated to do that. In any case, the Company does not permit retaliation of any kind against anyone for good faith reports of ethical violations.
- **Always ask first, act later:** If you are unsure of what to do in any situation, seek guidance before you act.

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