September 15, 2026

Statement of Integrity

For well over a century, the Board of Directors and employees of Flexsteel Industries, Inc. ("Flexsteel" or "the Company") and its Subsidiaries have built the Company's reputation for integrity and high standards of business conduct. We are justifiably proud that Flexsteel and its Subsidiaries are companies of strong values.

The Company and the world in which we operate continue to change dynamically. Despite all the change, one thing is constant; integrity must remain as our core value. Flexsteel's competitive advantage begins and ends with our commitment to lawful and ethical conduct.

To demonstrate our commitment to lawful and ethical conduct, Flexsteel has adopted Guidelines for Business Conduct. Beyond requiring mere compliance with the law, Flexsteel requires that all its directors and employees conduct themselves in an honest and ethical manner. Each director and employee is asked to dedicate themselves to the principles contained in the Guidelines for Business Conduct and strive to exceed the standards set forth therein.

If you have a question or concern about what proper conduct is for you or anyone else, raise the issue with your manager or through EthicsPoint, our 24-hour, fully anonymous hotline. Nothing, including not "making the numbers," competitiveness, or direct orders from a superior, should ever compromise our commitment to integrity.

Our managers have the additional responsibility of maintaining our culture in which compliance with our policies and applicable laws are at the core of our business activities. Concerns about appropriate conduct must be addressed with care and respect.

We are all privileged to work for one of the best companies in the world. It is now the responsibility of our generation to preserve and strengthen for those who will follow what has been the foundation for our success for more than 130 years – our commitment to integrity.



Jeanne McGovern
Chair of the Board
Flexsteel Industries, Inc.



Derek Schmidt
President and Chief Executive Officer
Flexsteel Industries, Inc.

Guidelines for Business Conduct

Flexsteel Industries, Inc. & Subsidiaries

September 15, 2026

Table of Contents

Code of Conduct 2

Guidelines for Business Conduct

1. Introduction

A. Reporting Concerns 3
B. EthicsPoint 3
C. Discipline 3
D. Conflict of Interest 4
E. Confidentiality Policy 5

2. Company Policies

A. Human Resources 6
B. Substance Use and Abuse 6
C. Relations with Former Government Employees 7
D. Entertainment, Gifts, and Payments 7
1. Giving of Items by Flexsteel's Directors and Employees 7
2. Receipt of Items by Flexsteel's Directors and Employees 7
E. Identity Theft Prevention, Privacy, Information Security, and Technology Use 8

3. Government Relations and Activities

A. Possible Improper or Illegal Conduct 9
B. Relations with Government Employees 10
C. Political Participation 10
D. Contracts – Bidding, Negotiation, and Performance 10

4. Compliance

A. Securities Laws and Regulations 11
B. Antitrust Laws 12
C. International Boycotts and Restrictive Trade Practices 13

5. Corporate Conduct and Social Responsibility

A. Complete and Accurate Books, Records, & Communications 14
B. Preservation of Assets and Cost Consciousness 14
C. Corporate Responsibility 15
D. Freely Chosen Employment & The California Transparency in Supply Chains Act of 2010 15
E. Supplier Code of Conduct 15
F. Employee Engagement and Freedom of Association 15
G. Annual Requirement 15

Flexsteel Industries, Inc. & Subsidiaries

Code of Conduct

- Obey the applicable laws and regulations governing our business conduct worldwide.
- Be honest, fair, and trustworthy in all Flexsteel activities and relationships.
- Avoid all conflicts of interest between work and personal affairs.
- Foster an atmosphere in which fair employment practices extend to every director, employee, and potential employee of Flexsteel.
- Strive to create a safe workplace and to protect the environment.
- Through leadership at all levels, maintain a culture where ethical conduct is recognized, valued, and exemplified by all directors and employees.

Guidelines for Business Conduct

I. INTRODUCTION

These Guidelines for Business Conduct ("Guidelines") have been approved by the Board of Directors. These Guidelines apply to all members of the Board of Directors, officers, and employees of Flexsteel and its Subsidiaries.

The Code of Conduct and these Guidelines may only be amended in writing by the Board of Directors. Amendments and modifications of this Code will be promptly disclosed by the Company, to the extent required, under the Securities Exchange Act of 1934 and the NASDAQ Listing Requirements. No waiver of these Guidelines for a director or executive officer is permitted unless approved by the Board of Directors. Any such waiver, along with the reasons for granting it, will be publicly disclosed within four business days as required by applicable SEC and NASDAQ requirements.

A. Reporting Concerns

All matters to be reported pursuant to these Guidelines shall be reported to the Chief Executive Officer or the Chief Financial Officer. In the case of a conflict of interest, which may be first reported to a supervisor or department head, the supervisor shall report it to an officer, who shall report it to the Chief Executive Officer or Chief Financial Officer. You will not suffer any penalty for reporting in good faith any suspected violation of these Guidelines. Retaliation against anyone who reports suspected conduct that is believed to violate these Guidelines is strictly prohibited.

These Guidelines cannot address every situation that you may confront in your day-to-day activities at Flexsteel. This is especially true because business in today's world can be complex and the right thing to do may not always be clear. Flexsteel does not expect you to always determine the right answer to complex questions of law or ethics on your own. Instead, if you encounter a situation where the application of these Guidelines is not clear, or if you are in doubt, you should ask for help. You may consult with your supervisor, any member of senior management, or call EthicsPoint.

B. EthicsPoint

Questions or concerns may be raised at any time through a supervisor, Human Resources, Legal, the Chief Executive Officer, the Chief Financial Officer, the Audit and Ethics Committee, or EthicsPoint. EthicsPoint is available 24 hours a day, seven days a week, by calling 855-699-5031 (US), 800-872-1833 (Mexico), 855-350-1779 (China), 024-5678-1564 (Vietnam), or 1800-018-308 (Thailand), or by visiting https://www.flexsteel.ethicspoint.com. Callers may provide their name or remain anonymous. EthicsPoint will document the call and establish a time for the caller to contact them for Flexsteel's response to their call. EthicsPoint will report the call to Flexsteel's management or the Chair of the Audit and Ethics Committee. The appropriate representative from Flexsteel will provide a response to EthicsPoint.

C. Discipline

Failure to comply in all material respects as determined by the Audit and Ethics Committee with the standards contained in these Guidelines may result in disciplinary action that may include termination, referral for criminal prosecution and reimbursement to Flexsteel for any losses or

damages resulting from the violation. Disciplinary action may be taken, for example, for the following:

1. Against directors or employees who authorize or participate directly in actions which are a violation of these Guidelines;
2. Against any director or employee who may have deliberately failed to report a violation or deliberately withheld relevant and material information concerning a violation of these Guidelines;
3. Against the violator's managerial superiors, to the extent that the circumstances of the violation reflect inadequate supervision or a lack of diligence; or
4. Against any supervisor, department head, general manager or officer who retaliates, directly or indirectly, or encourages others to do so, against a director or employee who reports a violation of these Guidelines.

This list is not exhaustive and other incidents and behaviors can also result in disciplinary action, including termination.

D. Conflict of Interest

All directors and employees have a duty to avoid:

- Financial, business, or other relationships which might be opposed to the interests of Flexsteel;
- Interfering with or diverting business opportunities of Flexsteel; and
- Causing a conflict with the performance of their duties.

Directors and employees should conduct themselves in a manner that avoids even the appearance of conflict between their personal interests and those of Flexsteel.

A conflict of interest situation may arise in many ways. Examples include, but are not limited to, the following:

1. Employment by a competitor, regardless of the nature of the employment, while employed by Flexsteel;
2. Acceptance of gifts, payments, or services from those seeking to do business with Flexsteel;
3. Placement of business with a firm owned or controlled by a director, employee, or their family;
4. Holding an ownership interest that is greater than 5%, directly or indirectly (as an owner, director, employee, stockholder, partner, joint venture, creditor or guarantor), in a company which is a competitor or a supplier of materials, services or equipment to Flexsteel, or in a company to which Flexsteel provides services or supplies, or engages in such activities with Flexsteel in your capacity;
5. Acting as a non-employee consultant to a Flexsteel supplier or customer;
6. Misusing information to which the director or employee has access by reason of their position – such as by disclosing Confidential Information (e.g., intellectual property, patents, trade secrets, confidential information of a technical, financial, or business nature or other "inside information") to competitors or any person or entity outside Flexsteel, or using such information for their own benefit (e.g., trading in securities of a company or acquiring an

interest in a business, an invention, or other property in which Flexsteel has a present interest or has indicated a prospective interest). These obligations also relate to transactions with respect to stock and other securities of Flexsteel as described in Section IV, Compliance;

7. Serving another commercial organization or individual in any capacity, such as a director, employee, or consultant. Permission to provide any services to others that may present a conflict of interest must be authorized by Human Resources; or
8. Appropriating to the director's or employee's personal benefit a business opportunity in which Flexsteel might reasonably be expected to be interested, without first making the opportunity available to Flexsteel.

Apparent conflicts of interest can easily arise. Any director or employee who feels that they may have a conflict situation, whether actual or potential, should report all pertinent details to their supervisor, Human Resources, the Chief Executive Officer or Chief Financial Officer, or the Audit & Ethics Committee of the Board of Directors. If reported to the supervisor, that supervisor will be responsible for referring the matter to an officer who is responsible to report it to the Chief Executive Officer or Chief Financial Officer.

E. Confidentiality Policy

Consistent with the fiduciary and other legal duties members of the Board of Directors owe to Flexsteel, members of the Board of Directors shall protect and hold confidential all Confidential Information obtained via their position as a director, unless the member has obtained express permission from the Board, the Chair of the Board, or the Chief Executive Officer to disclose such information. Employees shall also be obligated to protect and hold confidential all Confidential Information obtained by reason of their employment with Flexsteel.

As used in these Guidelines for Business Conduct, "Confidential Information" is any and all non-public information a director has access to by reason of their position as a director of Flexsteel, or that an employee has access to by reason of their employment with Flexsteel, and includes but is not limited to:

- Non-public information that may be useful to competitors or harmful to the Company or its customers if disclosed;
- Non-public information about Flexsteel's business plans or prospects, marketing or sales plans, product development information, intellectual property, proprietary information, trade secrets, cost and pricing information, information about the Company's customers, suppliers, or other third parties under restrictions against disclosure, and information relating to potential transactions, mergers and acquisitions, stock splits and divestitures; and
- Non-public information with respect to the proceedings of the Board and its committees, including information concerning communications and deliberations between and among directors, officers, and employees relating to business issues and decisions involving the Company, either preliminary or final.

Directors and employees shall only use Confidential Information for the benefit of the Company, and not for personal benefit or the benefit of other persons or entities.

However, nothing in this policy shall (a) prohibit a current or former director or employee from making any disclosure to a third party that is required by applicable law, in which event the director

or employee shall, to the extent legally permitted, give notice to the Board, the Chair of the Board and/or the Chief Executive Officer a reasonable time in advance of any such anticipated disclosure, consult with Flexsteel on the advisability of taking legally available steps to resist or narrow such disclosure and assist the Company, at the Company's expense, in taking such steps; (b) prohibit a current or former director or employee from discussing Confidential Information with their personal counsel to obtain legal advice from such counsel with the understanding from such counsel that they shall maintain the confidentiality of such Confidential Information; (c) prevent a director or employee from trading in the securities of the Company in accordance with applicable law, during a window period where such trading is permitted pursuant to the Company's policy on insider trading; or (d) prevent a director or employee from using general skills and experience that do not disclose or use Flexsteel's Confidential Information or trade secrets in their current or future profession. Nothing in these Guidelines restricts reporting possible violations of law to, or cooperating with, any governmental authority, and no prior notice to Flexsteel is required for such conduct. Pursuant to this policy, no person may be elected to the Board who has misused or unlawfully used Flexsteel's Confidential Information. Violations of this policy by directors or employees may result in disciplinary action.

II. COMPANY POLICIES

A. Human Resources

Flexsteel realizes that its greatest strength lies in the talent and ability of its directors and employees. In the United States, as well as in the other countries in which we operate, it is Flexsteel's policy to comply with all applicable laws and to provide equal opportunity for employment and advancement without regard to race, color, sex, national origin, religion, physical or mental disability, age, genetic information, military service, citizenship, or any other protected basis. Flexsteel's policy prohibits harassment of any kind in relation to its employment practices. Examples of racial, ethnic, religious, and sexual harassment may include such conduct as slurs, jokes, or intimidation. Sexual harassment may include unwelcome sexual advances, unwelcome verbal or physical conduct of a sexual nature, or a perceived hostile workplace.

Any complaint by a director or employee who is subjected to harassment, or any information concerning potential harassment, whether sexual, racial, ethnic, religious, or other nature, should be reported immediately.

B. Substance Use and Abuse

The use, possession, trafficking, or promotion of illegal drugs is absolutely forbidden in or on any Flexsteel property and anywhere else when actively working for Flexsteel.

No director or employee shall be under any influence of illegal drugs, alcohol, or unauthorized substances on or about Flexsteel property or anywhere else when working for Flexsteel. However, the consumption of alcohol during events or meals sponsored by the Company, or in conjunction with business-related events (such as dinner with a vendor), is subject to local customs, rules, and management discretion, and directors and employees must exercise good judgment and act in a lawful, safe, professional, and responsible manner.

For the safety and health of all Flexsteel directors and employees, and for the protection of the Flexsteel image and the continuation of the excellence of Flexsteel products, all violations of this

section shall be immediately reported by any directors or employees to the Human Resources Department in compliance with each facility's substance abuse and drug testing policy.

C. Relations with Former Government Employees

Laws and regulations pertaining to former country and federal government employees and former military personnel impose restrictions on the duties they perform for Flexsteel, whether as consultants, directors, or employees. The Chief Financial Officer or In-House Corporate Counsel shall be consulted prior to hiring or retaining former government employees or military personnel who are covered by these laws and regulations.

D. Entertainment, Gifts, and Payments

The sales of Flexsteel products and services should always be free from the inference, perception, or fact that favorable treatment was sought, received, or given on the basis of directors and employees receiving gifts, entertainment, favors, hospitality, or other gratuities. Similarly, purchase of supplies, materials and services from vendors, suppliers, and subcontractors must be accomplished in a manner that preserves the integrity of a procurement process based on quality and performance.

Flexsteel specifically prohibits offering, giving, soliciting, or receiving any form of bribe or kickback.

The following guidelines should be observed regarding customer and supplier personnel:

1. Giving of Items by Flexsteel's Directors or Employees

- Furnishing meals, refreshments, and entertainment in conjunction with business discussions with non-government employees is a commonly accepted business practice. Flexsteel permits its directors and employees to engage in this practice. The furnishing of meals, refreshments, or entertainment, however, should not violate the standards of conduct of the recipient's organization.
- Other than nominal or conventional gifts, Flexsteel prohibits gifts to any private individual, firm, or entity with which we do business or seek to do business.
- Directors or employees who make, and supervisors who approve expenditures for meals, refreshments, or entertainment must use discretion and care to ensure that such expenditures are in the proper course of business and could not reasonably be construed as bribes or improper inducements.

2. Receipt of Items by Flexsteel's Directors or Employees

- Flexsteel directors and employees may accept meals, refreshments, or entertainment of nominal value in connection with business discussions. While it is difficult to define the term "nominal" by means of a specific dollar limitation, a common-sense determination should dictate what one would consider lavish, extravagant, or frequent.
- It is the personal responsibility of every director and employee to ensure that their acceptance of such meals, refreshments, or entertainment is proper and could not reasonably be subject to being construed as an attempted bribe by the offering party to secure favorable treatment.
- Flexsteel directors and employees are not permitted to accept other than nominal gifts from individuals, firms, or representatives of firms who have or seek business relationships with Flexsteel. Should circumstances arise where substantial gifts are received and cannot be

returned, such gifts shall be turned over to the Chief Executive Officer or Chief Financial Officer for disposition.

- Except for loans by recognized banks and financial institutions, which are generally available at market rates and terms, a Flexsteel director, employee, or member of their family may not accept from an individual or firm doing or seeking business with Flexsteel any loan, guarantee of loan, or payment.
- Directors and employees should report any instance in which they are offered money, a substantial or out-of-the-ordinary gift, or anything else of value by a supplier or prospective supplier or a customer or prospective customer.

E. Identity Theft Prevention, Privacy, Information Security, and Technology Use

The Company is committed to safeguarding sensitive data (Personal Identifying Information) held in its files and on its computers and has issued an Identity Theft Policy. Personal Identifying Information is any information that can be used to identify a specific person or business, for example, name, social security number, date of birth, driver's license, passport number, employer or taxpayer identification number, bank account number, credit card number, etc. All directors and employees must comply with the Company's Identity Theft Policy.

Policy Guidelines:

1. Safeguard all Company, vendor, and customer information.
2. Keep a clean work environment. Whenever a workstation is left unattended, all Personal Identifying Information should be secured – out of sight.
3. Secure your workstation. Utilize a password-protected screen saver, and log off your computer whenever leaving your workstation for more than a few minutes.
4. Do not leave customer information on your computer screen or paper documents on your desk or in your possession longer than necessary to execute transactions.
5. Avoid using any Personal Identifying Information in any e-mails or written communications. If any such information is included in an electronic or paper document, that document becomes confidential and must be handled accordingly.
6. Know who it is that you are communicating with when sharing Personal Identifying Information.
7. Do not divulge any information over the phone, by e-mail, in writing or in person that may be confidential unless required.

Directors and employees with access to this information must use good business judgment at all times. If there is suspicion of unusual activity, the director or employee should notify their supervisor immediately. If the supervisor believes further investigation or action is required, the supervisor must notify the Chief Financial Officer or In-House Corporate Counsel.

Directors and employees must also comply with all Company privacy, cybersecurity, acceptable-use, and artificial intelligence policies and promptly report suspected data or cybersecurity incidents in accordance with Company procedures.

III. GOVERNMENT RELATIONS AND ACTIVITIES

A. Possible Improper or Illegal Conduct

Directors and employees of Flexsteel must avoid improper acts and the violation of any governmental law or regulation while performing their work, and they must adhere and comply with basic moral and ethical standards in the conduct of business. Certain specific areas are discussed in these Guidelines, many of which are mandated by specific federal, state, or local laws. However, as pointed out above, these Guidelines are not limited to compliance with such enumerated laws and standards.

Flexsteel directors and employees shall not conduct the following:

No Flexsteel funds or assets shall be used for any purpose which is improper or unlawful under the laws of any jurisdiction (domestic or foreign). Neither Flexsteel nor any director or employee shall:

- Pay or offer to pay anything of value to any foreign political party or official thereof or any candidate for foreign political office or any officer, director, employee, or any person acting in an official capacity for or on behalf of, a foreign government or any department, agency or instrumentality thereof, for any purpose of influencing an official act or decision of such person or inducing such person to exert his or her influence to affect the acts or decisions of a foreign government, in each case to obtain, retain or direct business of any person. This prohibition, which is mandated by the Foreign Corrupt Practices Act of 1977, also includes payments to any person where the payer knows or has reason to know that all or a portion of the payment will be offered or given, directly or indirectly, to persons in the categories described above for the aforesaid purposes.
- Pay or offer to pay anything of value in an attempt to influence the action of any federal, state, or local government official or employee. This prohibition also applies to payments to any person where the payer knows or has reason to know that some part of the payment will be used as a bribe or otherwise to influence government action.
- Pay or offer to pay bribes, kickbacks or other similar payments and benefits, directly or indirectly, to any suppliers or customers of Flexsteel or their agents or employees. This includes unusually large gifts or entertainment since such gifts or entertainment may be construed as constituting an improper inducement to such persons.
- Use Flexsteel funds, property, or resources to support, directly or indirectly (as through reimbursement for individual contributions), any foreign, federal, state, or local political party or candidate. A director or employee's political activity must, therefore, take place on their own time and at their own expense.

No director or employee shall accept or receive any payment or other thing of value (except for the nominal gifts and entertainment described in Section II, D., 2.) from anyone having a business relation with Flexsteel (whether characterized as a kickback, bribe, rebate, refund or otherwise, and whether intended by the payer to be for Flexsteel or for personal benefit of the director or employee), unless the payment is in the nature of a refund to Flexsteel which is permitted under applicable laws and regulations.

No payment on behalf of Flexsteel shall be approved or made with the intention or understanding that a part or all of such payment is to be used for any purpose other than that described by the document supporting the payment.

No director or employee shall enter into any transaction or arrangement, which the director or employee knows or reasonably should know, would violate any foreign or domestic laws, nor shall any director or employee assist any third party in violating such laws.

Any director or employee having information or knowledge of any of the foregoing prohibited acts shall promptly report such matter to the Chief Executive Officer, Chief Financial Officer, or EthicsPoint.

B. Relations with Government Employees

1. Federal, state, and local government departments and agencies have regulations concerning acceptance by their employees of entertainment, meals and gifts from firms and persons with whom the departments and agencies do business or over whom they have regulatory authority. Flexsteel's directors or employees may not give, or offer to give, to such government employees any entertainment, meal, or gift.
2. Flexsteel directors or employees may not make loans, guarantee loans, or make payments to such federal, state, or local government employees.
3. Flexsteel will scrupulously adhere to the letter and spirit of the Foreign Corrupt Practices Act, which prohibits giving money or items of value to a foreign official for the purpose of influencing a foreign government. The Act further prohibits giving money or items of value to any person or firm when there is reason to believe that it will be passed on to a government official for this purpose. All matters pertaining to this statute must be coordinated with the Chief Financial Officer or In-House Corporate Counsel.

C. Political Participation

No Flexsteel funds or assets, including the work time of a director or employee, will be contributed, loaned, or made available directly or indirectly to any political party or to the campaign of any candidate for a federal, state, or local office. No funds or assets of Flexsteel may be used for or contributed to any foreign political party, candidate, or committee.

Flexsteel encourages its directors and employees to become involved in civic affairs and to participate in political activities. Directors and employees must recognize, however, that their involvement and participation must be on an individual basis, on their own time and at their own expense. Further, when a director or employee speaks on public issues, it must be made clear that comments or statements made are those of the individual and not Flexsteel.

D. Contracts – Bidding, Negotiation, and Performance

All directors and employees will strictly observe the laws, rules and regulations which govern acquisition of goods and services by the government. We will compete fairly and ethically for such business opportunities. No Flexsteel director or employee shall attempt to obtain, from any source, government information that is procurement-sensitive or security-classified, or information regarding competitor's bids or proposals in circumstances where there is reason to believe the release of such information is unauthorized.

Personnel involved in the negotiation of contracts shall ensure that all statements, communications, and representations to customer representatives are accurate and truthful.

It is specifically prohibited for any directors or employees to submit or concur in the submission of any claims, bids, proposals, or any other documents of any kind that are false, fictitious, or fraudulent. Such acts are criminal violations (felonies), which could result in criminal prosecution of Flexsteel and the director or employee involved.

Flexsteel is dedicated to developing, producing, and furnishing products and services of the highest quality -- products and services that meet or exceed the requirements of customers. The customer has the right to expect -- and we have an obligation to ensure -- that such products and services are delivered at a fair price. This can be accomplished only by continuing dedication to fair negotiation and strict adherence to all contractual obligations.

IV. COMPLIANCE

It is the policy of the Company that all directors and employees obey all applicable governmental and regulatory laws, rules, and regulations during the performance of their duties.

A. Securities Laws and Regulations

Flexsteel is required by the Securities and Exchange Commission (SEC) and NASDAQ to make full, fair, accurate, timely and understandable public disclosure of "material information" regarding the Company. This is information that affects investor decisions and the market price of Flexsteel's stock.

There will be occasions when a director or employee knows important information affecting Flexsteel's activities that has not been publicly released. In such cases, the director or employee must hold the information in the strictest confidence. It is a violation of federal law to purchase or sell our securities or the securities of any other company using what is known as "material inside information."

Directors and employees should neither buy nor sell Flexsteel stock when in possession of "material inside information" or provide such information to others for that purpose. Further, directors and employees should not buy or sell securities in any other company about which they have "material inside information" obtained in the performance of their duties. Stockholders or companies damaged by those buying or selling securities based on "material inside information" may attempt to recover damages.

"Material inside information" includes information that is not available to the public at large which could affect the market price of the security and to which a reasonable investor would attach importance in deciding whether to buy, sell or retain the security. Either positive or negative information may be material. Common examples of information that may be regarded as material are as follows (such examples are offered by way of illustration and not limitation and should not be considered exhaustive):

- Projections of future earnings or losses or other earnings guidance;
- Earnings that are inconsistent with the consensus expectations of the investment community;
- A pending or proposed merger, acquisition or tender offer or an acquisition or disposition of

significant assets;

- A change in management;
- Major events regarding the Company's stock, including the declaration of a stock split or the offering of additional securities;
- Severe financial liquidity problems;
- Actual or threatened major litigation or the resolution of such litigation;
- Potential new major contracts, orders, suppliers, customers or finance sources, or the loss of any of them; and
- News or information regarding a material business opportunity that the Company is considering.

Because trading that receives scrutiny will be evaluated after-the-fact with the benefit of hindsight, questions concerning the materiality of particular information should be resolved in favor of materiality, and trading should be avoided. Pursuant to the SEC's Regulation FD (Fair Disclosure), disclosures of "material inside information" must be coordinated, approved, and released to the news media through the Chief Executive Officer and Chief Financial Officer.

Only the following persons may discuss material inside information with securities professionals and holders of the Company's securities:

- the Chief Executive Officer; and
- the Chief Financial Officer.

All "material inside information" about the Company that has not been publicly disseminated may be distributed within the Company only on a strict "need-to-know" basis. All directors, officers, and employees with access to "material inside information" must maintain its confidentiality to avoid improper disclosure, and may not use such information for personal advantage or for the benefit of others.

B. Antitrust Laws

U. S. federal and many state antitrust statutes prohibit a variety of acts and practices, which include:

- Conspiracies and understandings that restrain trade;
- Monopolization or attempts to monopolize;
- The giving or offering of certain benefits to some customers and not to others;
- The knowing receipt of certain of such benefits; and
- Other unfair trade practices.

It is important to note that the concept of an "agreement" or "understanding" under the antitrust laws is extremely broad and need not be reduced to a written document. It can be oral or even a meeting of the minds inferred from a course of conduct, including being present when any prohibited matters are discussed. Accordingly, when there is any doubt as to whether any discussion or activities violate the antitrust laws, whether relating to the matters enumerated below or otherwise, you should immediately terminate any such discussions or activities and consult the Chief Financial Officer or In-House Corporate Counsel. Failure to comply with the antitrust laws could result in serious

consequences not only for Flexsteel, but also to the offending director or employee. Violations of many antitrust laws are considered crimes, subject to fines and possible imprisonment.

To give you some guidance, we have compiled the following list of arrangements as to certain relationships and dealings that violate, or risk violating, antitrust laws:

1. Agreements or understandings among competitors as to:
    a. their pricing policies (including discounts, credit terms, etc.);
    b. the amount of their production;
    c. the division or allocation of markets, territories, or customers; or
    d. boycotting of third parties.
2. Agreements or understandings with customers establishing sales prices, what they will charge for their products, or the prices others will charge for resale.
3. Sales of products of like grade and quality to competing customers at contemporaneous times, but at different prices, the effect of which will probably injure competition. Prices set in good faith to meet (but not to beat) a bonafide price offered by a competitor, or price differences, which may be justified in appropriate circumstances on the basis of cost savings, are permissible.
4. Promotional payments, services, or facilities (such as advertising displays) extended to one customer, but not made available on proportionally equal terms to all other competing customers. It is lawful, however, to grant promotional assistance to a particular customer if done in good faith to meet (but not to beat) a bonafide offer of such assistance by a competitor of Flexsteel.
5. The antitrust laws also prohibit “reciprocity,” where it is shown that a buyer with substantial purchasing power has purchased a product from another on condition that the other party makes purchases from it in substantial amounts. This does not mean that Flexsteel cannot purchase from companies who purchase from it. It does prohibit any understandings or agreement to the effect that purchases by each party are conditioned upon purchases by the other where the above-described conditions are present.

U.S. federal antitrust laws also apply to international operations and transactions related to imports to or exports from the United States. Moreover, the international activities of Flexsteel could be subject to antitrust laws of foreign nations or organizations such as the European Union.

C. International Boycotts and Restrictive Trade Practices

It is illegal to enter an agreement with others who refuse to deal with potential or actual customers or suppliers, or otherwise to engage in or support restrictive international trade practices. Flexsteel will not directly or indirectly engage in any activity which reasonably could have the effect of promoting a restrictive international trade practice. Since the mere receipt of a request to engage in such activity becomes a reportable event by law, all directors or employees should immediately seek advice from the Chief Financial Officer or In-House Corporate Counsel should any such request be received that even seemingly seeks information or involvement in such a restrictive trade practice.

V. CORPORATE CONDUCT AND SOCIAL RESPONSIBILITY

Flexsteel has developed policies and procedures governing its corporate conduct and social responsibility, including but not limited to, the following:

A. Complete and Accurate Books, Records, and Communications

Applicable laws and regulations establish the following requirements regarding record keeping and communications:

1. Flexsteel's financial statements and all books and records on which they are based must reflect accurately all transactions of Flexsteel;
2. All disbursements of funds and receipts must be properly and promptly recorded;
3. The falsification of timecards or other cost records will not be tolerated. Every supervisor is personally responsible for assuring that the time reported as work hours, vacation, sick or other compensable time for employees that report to them is recorded and reported promptly and accurately;
4. No undisclosed or unrecorded funds may be established for any purpose;
5. No false or artificial statements or entries may be made for any purpose in the books and records of Flexsteel or in any internal or external correspondence, memoranda, or communication of any type, including telephone or wire communications; and
6. No director or employee shall make any false, misleading or incomplete statements, nor shall such director or employee omit to state, or cause another person to omit to state, any facts necessary to make any statements made, in light of the circumstances under which such statements were made, not misleading, to any accountant, whether Flexsteel's independent auditors or internal auditors, in connection with any audit or examination of the financial statements of Flexsteel or in any preparation of a filing of any document or report required to be filed with any federal, state or local governmental agency.

Company records and communications, regardless of format or platform, must be retained and disposed of in accordance with Company record retention policies and any applicable legal hold. Penalties for violations in this area could be severe for Flexsteel as well as for the director or employee involved.

B. Preservation of Assets and Cost Consciousness

Every director and employee are charged with the duty to preserve Flexsteel's assets, its property, plant, and materials that have been furnished by our customers and suppliers.

Because Flexsteel may be from time-to-time a government contractor, it is imperative that we demonstrate additional sensitivity to control costs. Flexsteel is, and must continue to be, a cost-conscious contractor. Materials and services for the conduct of Flexsteel's business must be acquired in accord with the most rigorous procurement standards by obtaining items of appropriate quality at the best possible price.

Flexsteel's policies provide for reimbursement of reasonable expenses incurred by directors and employees who travel on business or to Corporate-sponsored events. Economical travel should be practiced at all times in the selection of air carriers, vehicle rentals, accommodations, and expenditures for meals.

C. Corporate Responsibility

Flexsteel and its subsidiaries are committed leaders in social responsibility, respecting the cultural values of all people, creating a safe and inclusive environment for employees, caring for the environment, and addressing community needs. These values are embedded in the day-to-day operation of our business and outlined in our Guidelines for Business Conduct and supporting policies. Additional information on these and other initiatives can be found at https://www.flexsteel.com/pages/corporate-responsibility.

D. Freely Chosen Employment & The California Transparency in Supply Chains Act of 2010

Flexsteel does not tolerate the use of illegal child labor, human trafficking, prison labor, slave, involuntary, indenture, forced and bonded labor, physical or psychological abuse of workers, harassment, corruption, bribery, or unfair business practices, either within the company or its supply chain. The California Transparency in Supply Chains Act of 2010 also requires manufacturers and other companies who do business in California to disclose their efforts to eradicate slavery and human trafficking from their supply chains. Our policy on social responsibility can be found at https://www.flexsteel.com/pages/corporate-responsibility

E. Supplier Code of Conduct

Flexsteel requires its suppliers to maintain compliance programs and demonstrate a satisfactory record of compliance with applicable laws in the conduct of its business, including compliance programs related to humane treatment of employees and contractors, safe working conditions, responsible recruitment and hiring practices, legal work hours, pay and benefits, and working environments free of forced labor, discrimination, harassment, corruption, and bribery. These policies and requirements are incorporated in our Supplier Agreements.

F. Employee Engagement and Freedom of Association

Flexsteel is committed to fostering a culture of open, honest, and collaborative communication, where employees are encouraged and empowered to share ideas, raise concerns, and engage directly with management and colleagues. Such direct dialogue promotes mutual respect, trust and collaborative problem-solving across the organization. While the Company, along with its subsidiaries, values direct engagement with employees as the most effective way to address concerns and build alignment, it also respects and complies with all applicable laws concerning employees' rights to freely associate, organize, and engage in collective bargaining, in accordance with the legal frameworks and customs of the countries in which it operates. Flexsteel expects its suppliers to uphold the same standards and comply with relevant laws and practices.

G. Annual Requirement

In connection with each annual audit, all members of the Board of Directors, officers, and employees, designated by the Audit & Ethics Committee or Chief Executive Officer, will be required to sign the following statement:

“I have completed the Business Conduct training. To the best of my knowledge, I am not in violation of the Company’s Guidelines for Business Conduct and am not aware of any violation that I was required to report and have not reported. If I supervise employees, I have reviewed these Guidelines

and related policies annually with the key employees who report to me. I agree to abide by these Guidelines at all times."