

# **American Woodmark Corporation**

## ***Code of and Ethics for the Chief Executive Officer***

### ***and Senior Financial Officers***

The Company has a Code of Business Conduct and Ethics applicable to all employees and directors of the Company. The Chief Executive Officer, Chief Financial Officer, Controller and Treasurer are bound by the provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law. In addition to the Code of Business Conduct and Ethics, the Chief Executive Officer, Chief Financial Officer, Controller and Treasurer are subject to the following additional specific policies:

1. The Chief Executive Officer, Chief Financial Officer, Controller and Treasurer are responsible for full, fair, accurate, timely and understandable disclosure in the financial reports and other documents the Company files with or furnishes to the Securities and Exchange Commission and in other public communications made by the Company. It is the responsibility of these individuals to promptly bring to the attention of the Audit Committee any material information of which they may become aware that affects the disclosures made by the Company in its public filings.
2. The Chief Executive Officer, Chief Financial Officer, Controller and Treasurer shall promptly bring to the attention of the Audit Committee any information they may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
3. The Chief Executive Officer, Chief Financial Officer, Controller and Treasurer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning any violation of the Company's Code of Business Conduct and Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
4. The Chief Executive Officer, Chief Financial Officer, Controller and Treasurer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of

violation of the Code of Business Conduct and Ethics or of these additional procedures.

5. Upon consultation with the Audit Committee, the Board of Directors shall determine appropriate actions to be taken in the event of violations of the Code of Business Conduct and Ethics or of these additional procedures by the Chief Executive Officer, Chief Financial Officer, Controller or Treasurer. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Conduct and Ethics and to these additional procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure, demotion or re-assignment of the individual involved, suspension with or without pay or benefits or termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.