

H.B. FULLER COMPANY

CORPORATE GOVERNANCE GUIDELINES

These written guidelines represent principles of governance which have been developed over time to assist the Board of Directors of H.B. Fuller Company in discharging its duties in the best interests of the Company and its shareholders. The Board will review and amend these guidelines, as it deems necessary and appropriate.

Role of the Board of Directors

The business and affairs of the Company are managed by or under the direction of the Board. Each Director is expected to exercise business judgment to act in what each Director reasonably believes to be in the best interests of the Company, its shareholders and other stakeholders. Each Director will discharge this responsibility consistent with his or her fiduciary duty and in compliance with the H.B. Fuller Company Code of Business Conduct and all applicable laws and regulations.

The Board selects the Company's Chairman and CEO and oversees the Company's senior management, who are charged with conducting the business of the Company. Directors may rely on the Company's senior management, outside advisors and auditors, and shall have full and free access to such persons and any other information or resource a Director deems necessary or appropriate. Each Director is requested to coordinate any such request through the Corporate Governance and Nominating Committee or the Corporate Secretary.

Director Qualifications

A majority of the Board will be independent. No Director will be deemed independent unless the Board affirmatively determines that the Director has no material relationship with the Company. In assessing the materiality of a Director's relationship with H.B. Fuller, the Board shall consider all relevant facts and circumstances, including not only direct relationships between the Company and each Director, but also any relationships between H.B. Fuller and any entity with which a Director is affiliated. The Board will also observe all additional criteria for independence established by the New York Stock Exchange or other governing laws and regulations.

Directors may be nominated by the Corporate Governance and Nominating Committee (all of whose members are qualified as independent) or by the shareholders in accordance with the Company's By-Laws or applicable laws and regulations. The Company may from time to time engage a third party to assist in the process of identifying potential nominees. In accordance with its charter, the Corporate Governance and Nominating Committee will review all nominees. Their assessment will include a review of the nominee's judgment, experience, independence and such other factors as the Committee concludes are pertinent in light of the Board's current needs. The Board believes that its membership should reflect a diversity of experience, skills,

geography, gender and ethnicity. The Corporate Governance and Nominating Committee shall also review the qualifications and performance of each incumbent Director prior to recommending the nomination of such a Director for an additional term. The Corporate Governance and Nominating Committee will select qualified nominees and review its recommendations with the Board, which will decide whether to invite any nominee to join or stand for reelection to the Board.

All new Directors will be introduced to H.B. Fuller's business and strategic plans, as well as its Code of Business Conduct and other compliance programs. Directors are encouraged to participate in director education programs.

The Board has not arbitrarily limited the number of boards of other entities a Director may serve on. Each Director's commitments beyond H.B. Fuller will be assessed by the Corporate Governance and Nominating Committee in consultation with such Director. A Director is expected to advise the Chairman of the Corporate Governance and Nominating Committee in advance of accepting an invitation to serve on another public company's board.

If a Director's principal employment or responsibilities change, the Board expects the Director to offer to resign. It is not the Board's expectation that every change in position (such as a retirement) should result in a Director leaving the Board. However, the Board believes that the Corporate Governance and Nominating Committee should have an opportunity to consider the appropriateness of a Director's continued service in such a situation.

A Director shall be required to retire from the Board after reaching age 75. A Director who is ending his or her service due to reaching the mandatory retirement age of 75 will end such term at the regular meeting of the Board immediately following the director's 75th birthday. No Director may be nominated to a new term if he or she would be 75 or older at the time of election. However, if the Board determines at any time that a Director's continued service on the Board beyond the age of 75 would be beneficial to the Company, the Board may waive or modify the mandatory retirement restrictions for such Director. In making any determination to waive or modify the mandatory retirement restriction for a Director, the Board will consider, among other relevant factors, whether the Director continues to be actively engaged in commercial or professional activities, the engagement level of the Director and whether Board continuity issues would be impacted if the Director were required to retire.

The Corporate Governance and Nominating Committee, in consultation with the Chief Executive Officer, shall make recommendations to the Board concerning the appropriate size of the Board. The Board believes that the quality of the individuals serving as Directors and the Board's ability to effectively and efficiently function is more important than the precise number of members.

“Plurality Plus” Voting Standard Policies

At any shareholder meeting at which directors are subject to an uncontested election (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall submit to the Board a letter of resignation for consideration by the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee shall promptly consider the resignation offer and recommend to the full Board whether to accept it. In considering whether to accept or reject the resignation offer, the Corporate Governance and Nominating Committee will consider all factors deemed relevant by members of the Corporate Governance and Nominating Committee, including, without limitation, (i) the perceived reasons why shareholders withheld votes “for” election from the director, (ii) the length of service and qualifications of the director, (iii) the director’s contributions to the Company, (iv) compliance with listing standards, (v) the purpose and provisions of these guidelines, and (vi) the best interests of the Company and its shareholders.

To the extent that one or more directors’ resignation are accepted by the Board, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.

Any director who tenders his or her offer to resign from the Board pursuant to this provision shall not participate in the Corporate Governance and Nominating Committee or Board deliberations regarding whether to accept the offer of resignation.

The Board will act on the Corporate Governance and Nominating Committee’s recommendation within 90 days following the certification of the shareholder vote by the Inspector of Elections, which action may include, without limitation, acceptance of the offer of resignation, adoption of measures intended to address the perceived issues underlying the vote, or rejection of the resignation offer. Thereafter, the Board will disclose its decision whether to accept the director’s resignation offer and the reasons for rejecting the offer, if applicable, in a current report on Form 8-K to be filed with the Securities and Exchange Commission within four business days of the Board’s determination.

Board Meetings

Directors are expected to attend the annual meeting of the shareholders and all meetings of the Board and each committee on which they serve. Board meetings typically are scheduled in advance and are held at least five times per year. However, the number of scheduled Board meetings will vary with the circumstances.

The Chief Executive Officer, in consultation with the Presiding Director, will establish the agenda for each Board meeting. At the beginning of each fiscal year the Chairman will publish a schedule of topics to be discussed. Items reflecting the oversight and monitoring function of the Board and its’ committees will be reviewed regularly. Each member is free to suggest items for the agenda or raise any subject that is not on the agenda for a meeting.

Information important to the Board's work will be distributed in writing before the meeting and Directors should review these materials in advance of the meeting.

The Board has no policy with respect to the separation of the offices of Chairman and Chief Executive Officer. This issue should be addressed as part of succession planning. When the Chairman and Chief Executive Officer are separate offices, the Chairman will serve as the Presiding Director. However, when the Chief Executive Officer also holds the position of

Chairman, a Presiding Director will be appointed by the Board to further the achievement of a strong, independent Board with an appropriate balance between the Board and the Chief Executive Officer. In such cases, the Chair of the Corporate Governance and Nominating Committee shall serve as the Presiding Director.

In addition to such other matters the Board or Corporate Governance and Nominating Committee may assign, the Presiding Director shall perform the following duties:

- Chair each executive session of independent members of the Board
- Facilitate new director orientation
- Preside over meetings of the entire Board when the Chairman is not present
- Lead, in conjunction with the Chairman, the Board evaluation process
- Work jointly with the Chairman and CEO in setting meeting agendas, meeting schedules and in assuring timely and adequate information flow to the Board

The independent Directors will meet in executive session at least once at each meeting. The Presiding Director will preside during these sessions.

The Corporate Secretary shall attend each meeting (other than any executive session). The Chief Executive Officer may invite such other senior executives of the Company or outside advisors, as he or she deems appropriate, provided such persons shall not participate during any executive session.

Board Committees

The Board is organized so that its committees conduct a significant portion of business. Committees focus on issues that may require in depth examination or specialized expertise. All committees report to the Board and significant findings are presented to the Board for discussion and review.

The current committee structure of H.B. Fuller's Board is comprised of three committees: Audit, Compensation and Corporate Governance and Nominating. The Board may, from time to time, establish additional committees or consolidate or eliminate existing committees, as the Board deems necessary or appropriate.

The members of the Audit, Compensation and Corporate Governance and Nominating Committees will be independent under the criteria established by law, applicable regulation and the New York Stock Exchange.

Each committee will have its own written charter, which sets forth its purposes, duties and responsibilities, as well as the qualifications for membership, and procedures for operation. Each committee will annually evaluate its performance, and each committee as well as the Corporate Governance and Nominating Committee shall review each charter at least once each year.

Each committee shall have the power to hire independent advisors as they deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

However, each committee is requested to inform the Chair of the Corporate Governance and Nominating Committee concerning any such engagement.

Compensation

The form and amount of compensation for each Director will be determined and reviewed at least annually by the Compensation Committee. Such compensation will reflect the philosophy and practice for boards of similar public companies, and be comprised of cash and H.B. Fuller common stock (or its equivalents). H.B. Fuller has and shall maintain goals for stock ownership by all non-employee Directors.

Management Succession

To ensure the best leadership for the Company, the Corporate Governance and Nominating Committee will annually evaluate the Chairman's and the Chief Executive Officer's performance and the Company's plans for senior management succession.

Board Performance Evaluation

The Board will conduct a periodic self-evaluation to determine whether it and its committees and, on an as-needed basis, its individual members, are functioning in accordance with the Board's expectations.

Shareholder Communication

Any shareholder may contact the Board, or any committee of the Board, by correspondence addressed to the Board, committee or any individual Director in care of the Company's Corporate Secretary. The Company also has an international, toll free phone number and an internet-based web portal through which shareholders or employees may contact the Company. The Corporate Secretary reviews all correspondence, and after ascertaining whether such correspondence is appropriate to the duties and responsibilities of the Board, will forward such correspondence to the directors for their information and consideration. The Corporate Secretary shall not forward the following types of correspondence to the Board: general solicitations for business or products, job applications or resumes and any material that does not relate to the responsibilities of the Board.

❖ *Last revised October 2, 2014 (reviewed and approved)*