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	Originator: Bill Hays	Approved By: Chris Furlong

Supplier Code of Conduct

Purpose

Define a Code of Conduct to which all La-Z-Boy suppliers and their employees must commit as a condition of conducting business with La-Z-Boy Incorporated and/or its affiliates.

Scope

This Code of Conduct applies to all businesses (collectively, "Suppliers") that provide goods or services to La-Z-Boy Incorporated or its affiliates (collectively, "La-Z-Boy"). La-Z-Boy requires suppliers to comply with this Code in all aspects of their operations that relate to their business with La-Z-Boy. Supplier companies will ensure that their employees and agents comply with this Code in all of their activities related to Supplier's business with La-Z-Boy. Any questions concerning this policy should be directed to your La-Z-Boy supply chain representative.


Ethics

Business Integrity

La-Z-Boy is committed to ethical and lawful business practices and expects suppliers to also maintain the highest standards of integrity in all interactions with La-Z-Boy. Any and all forms of corruption, extortion and embezzlement are strictly prohibited. Supplier shall not take unfair advantage of La-Z-Boy or anyone else through abuse of privileged or proprietary information, misrepresentation of material facts or any other unfair or dishonest practices.

No Improper Advantage; Gifts

Suppliers must conduct business in a way that assures compliance with the Foreign Corrupt Practices Act (U.S.), UK Bribery Act, China Anti-Corruption Laws, and all other applicable bribery and anti-corruption laws. Suppliers shall not offer or promise payments or gifts of anything of value, directly or indirectly, to any private person, official, candidate for political office, or their relatives, or any political party and its agents or affiliates, which are intended to obtain new business, retain existing business, or obtain any improper advantage for the supplier. When doing business in a foreign country or with a representative of a foreign country, supplier must maintain detailed records of transactions involving La-Z-Boy. Bribes or other means of obtaining undue or improper advantage shall not be offered or accepted by Supplier. Supplier shall not offer any La-Z-Boy employee any gifts, payments, fees, services, discounts, valued privileges or other favors where these would, or might appear to, improperly

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influence the employee in performing his or her duties for La-Z-Boy. La-Z-Boy employees may, with proper documentation and approvals, accept common courtesies usually associated with accepted business practices (e.g., dining invitations, tickets to sporting events or the theater) so long as these are offered openly and not in a form that could be construed as a bribe, payoff or secret compensation. La-Z-Boy employees should not solicit any gift, and supplier should reject and report any such solicitation.

Charitable Contributions

La-Z-Boy supports, and encourages its employees, suppliers, customers and other stakeholders to support public charities. Any funding requests for specific charities supported by La-Z-Boy will be made by executives unrelated to the supply chain operations. La-Z-Boy’s supply chain employees will not solicit charitable donations from other companies or suppliers. La-Z-Boy’s business suppliers are evaluated on bid prices, quality, ability and availability to do the work, and previous supplier performance (where applicable). These choices are not influenced by a Supplier’s giving or not giving to any particular charity. La-Z-Boy employees are strictly prohibited from soliciting for a charitable donation or suggesting that a Supplier’s charitable donations may affect their business or future with La-Z-Boy. Supplier shall refuse any such requests for donations. Supplier can submit any questions or reports regarding such requests for donations to La-Z-Boy’s General Counsel.

Other Conflicts of Interest


Supplier shall not solicit or engage La-Z-Boy employees or their family members to serve as officers, directors, employees, agents or consultants of a Supplier, except with the consent of the applicable La-Z-Boy business manager and La-Z-Boy’s General Counsel. If such a relationship exists between Supplier and any La-Z-Boy employee or family member, and it has not already been disclosed to La-Z-Boy, Supplier shall disclose that relationship to La-Z-Boy’s General Counsel.

Disclosure of Information

Supplier will conform to applicable regulations and prevailing industry practices when disclosing information regarding business activities, structure, financial situation and performance. The privacy of data regarding Supplier and La-Z-Boy employees will be respected in accordance with applicable laws.

Intellectual Property

La-Z-Boy values its intellectual property rights and respects the intellectual property rights of others. Supplier shall maintain procedures that reasonably ensure that La-Z-Boy confidential information will

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not be improperly used or disclosed. Suppliers are required to sign a Non-Disclosure or Confidentiality Agreement prior to the transfer of any information between Supplier and La-Z-Boy.

Fair Competition

Supplier shall comply with antitrust laws applicable to its business activities. Accordingly, with regard to any business with La-Z-Boy, Supplier shall not: enter into any agreement, understanding or plan (written or oral) with any of its competitors with regard to price, terms or conditions of sale, production, distribution, territories or customers; or exchange or discuss with any of its competitors pricing, marketing plans, manufacturing costs or other competitive information. Suppliers that violate these laws face immediate termination and legal prosecution.

Ethics Hotline

We encourage violations of this code be reported by calling the La-Z-Boy Ethics Hotline, which is a dedicated toll-free phone line that is available 24 hours per day, 7 days per week. It is operated by an external third-party vendor that has trained professionals to take calls, in confidence, and report concerns to the General Counsel or the Chairman of the Audit Committee of the board for appropriate action. Your phone calls to La-Z-Boy Ethics hotline may be made anonymously to:

China: 400-998-5003

Mexico: 001-888-243-8075

Thailand: 001-800-11-002-9093


US/Canada: 1-866-480-6136

Vietnam: 1-228-0288 (or 1-201-0288) and then 855-551-3833

Hong Kong 800-96-1262

Alternatively you may file a report online at: <https://la-z-boy.alertline.com>

You may also send a letter to the General Counsel at 1 La-Z-Boy Drive, Monroe, MI 48162, send a confidential fax to: 1-734-240-2422, or send an email to: legal@la-z-boy.com.

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Labor

La-Z-Boy strives to provide our employees with a fair, safe, and non-discriminatory work environment. We respect and promote the Universal Declaration of Human Rights and the International Labour Organization (ILO) conventions that establish international human and labor rights. We seek to apply both the letter and spirit of all applicable national, state and local laws and to promote continuous improvement in our operations. We hold our business partners, suppliers, contractors, and vendors (hereinafter referred to as suppliers) to these same standards and actively seek partners who share our beliefs. The following standards are meant to ensure that these principles are maintained:

Compliance with Laws


All La-Z-Boy business operations and suppliers shall comply fully with all applicable national, state and local laws and regulations, including, but not limited to, those related to labor, immigration, health and safety, and the environment.

Voluntary Labor

All labor must be voluntary. Child labor or forced labor, whether in the form of prison labor, indentured labor, bonded labor, or otherwise, shall not be used. All La-Z-Boy business operations and suppliers shall comply with national, state and local minimum working age laws and requirements and not employ child labor. Workers must be allowed to maintain control over their identity documents and must be provided with rest days as required by applicable national, state and local law. Working hours must be consistent with national, state and local regulations and not excessive.

Hiring and Employment Practices

All La-Z-Boy business operations and suppliers must comply with all applicable national, state and local laws forbidding discrimination in employment on the basis of sex, race, color, religion, age, disability, sexual orientation, nationality, genetic information, political opinion, or social or ethnic origin.

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Harassment and Abuse

Every employee shall be treated with respect and dignity, and no employee shall be subject to any physical, sexual, or psychological harassment or abuse.

Compensation

Employees shall be paid at least the minimum wage required by national, state and local law, including overtime compensation at the rate applicable in their country, and shall be provided legally mandated benefits.

Health and Safety

All La-Z-Boy business operations and suppliers must provide a safe and healthy working environment to prevent accidents and injuries in accordance with national, state and local laws. Proactive measures must be taken to prevent workplace hazards.

Environmental


All La-Z-Boy business operations and suppliers shall comply with all applicable national, state and local environmental laws and regulations, including, but not limited to, laws related to air emissions, water discharges, toxic substances, and hazardous waste disposal.

California Transparency in Supply Chains Act of 2010 (CTSCA)

By signing this policy you are certifying that you conduct business in compliance with the California Transparency in Supply Chains Act of 2010 (CTSCA) and that you certify, in accordance with the CTSCA, that you comply with the laws regarding slavery and human trafficking of the country or countries in which you are doing business.

Compliance with This Policy

We seek relationships with suppliers that are committed to manufacturing products under fair and safe working conditions and sound environmental practices. All La-Z-Boy Suppliers are required to take

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reasonable steps to ensure that this Supplier Code of Conduct is communicated throughout their organizations and throughout their own supply chain. Upon learning of any failure to comply with this Supplier Code of Conduct, Supplier must report it to La-Z-Boy immediately. A Supplier's failure to adhere to this Supplier Code of Conduct may be grounds for La-Z-Boy's terminating its relationship with the Supplier, depending on the seriousness of the violation and the particular circumstances.

To ensure compliance with this policy, La-Z-Boy reserves the right, upon reasonable suspicion of non-compliance, to monitor suppliers through both announced and unannounced site visits, and audits by third parties and La-Z-Boy personnel. It is our expectation that all suppliers perform the necessary self-audits to ensure they are in compliance with this policy. If you have any questions about this Supplier Code of Conduct, you may contact VP of Supply Chain at 734-242-1444 or email: legal@la-z-boy.com.

Product Stewardship

Supplier shall ensure that all materials used in La-Z-Boy parts or components shall satisfy all La-Z-Boy and current governmental regulations related to the manufacture and sale of such product, especially toxic and hazardous materials; along with environmental, electrical and electromagnetic restrictions. Supplier shall have a process to assure compliance with the constraints on restricted, toxic and hazardous substances relative to purchased products and the manufacturing process.


On behalf of _____, I have read and understand the La-Z-Boy Supplier Code of Conduct and agree to comply with all of its requirements.

Print Name: _____

Signed: _____

Date: _____

Title: _____

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Revisions

Rev Level	Date	Description
0	10/23/14	Release
1	1/29/15	Labor section updated
2	7/21/16	Added language on FCPA, added CTSC section, modified language in Compliance section.